

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**

**BENCH, AT MUMBAI**

**Company Scheme Application No. 664 of 2017**

In the matter of the Companies Act, 2013;

AND

In the matter of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under as in force from time to time;

AND

In the matter of Scheme of Arrangement and Amalgamation of SANGHAVI BROTHERS BROKERAGE LIMITED Transferor Company with SANGHAVI SAVLA STOCK BROKERS LIMITED the Transferee Company

SANGHAVI SAVLA STOCK BROKERS )  
LIMITED, a company incorporated under the )  
Companies Act, 1956 having its registered )  
office at Vesta-B, 1<sup>st</sup> Floor, 90 Feet Road, Pant, ) ... Applicant Company.  
Nagar, Ghatkopar (East) Mumbai -400 075.

**Order delivered on 9<sup>th</sup> August, 2017**

**Coram:**

Hon'ble SH. B. S. V. Prakash Kumar, Member (J)  
Hon'ble SH. V. Nallasenapathy, Member (T)

For the Applicant Rajnikant N. Shah: Practising Company Secretary

**Per: Sh. B. S. V. Prakash Kumar, Member (J)**

**MINUTES OF THE ORDER**

UPON the application of the Applicant Company above named by a Company Notice of Admission AND UPON HEARING MR. RAJNIKANT N. SHAH, Company Secretary in Whole-Time Practice for the Applicant Company along with Notice of Admission dated 29<sup>th</sup> May, 2017 of Kamlesh Sanghavi, Whole-Time Director of the Applicant Company, in support of Notice of Admission along with Application and Exhibits therein referred to, **IT IS ORDERED THAT:**

1. A meeting of the Equity Shareholders of the Applicant Company be convened and held at Vesta - B, Ground Floor, 90 Feet Road, Pant Nagar, Ghatokpar (East), Mumbai - 400075, on Friday, 29<sup>th</sup> September, 2017 at 10.00 a.m. for the purpose of considering, and if thought fit, approving, with or



without modification(s), the proposed Scheme of Amalgamation of **SANGHAVI BROTHERS BROKERAGE LIMITED**, the Transferor Company with **SANGHAVI SAVLA STOCK BROKERS LIMITED**, the Transferee Company.

2. At least 30 clear days before the said meeting of Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time as aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by Courier or by Speed Post, or by Hand Delivery to each of the Equity Shareholders of the Applicant Company at their respective registered or last known address or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Applicant Company.
3. At least 30 clear days before the Meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said meeting, at the place, date and time aforesaid and stating that copies of the Scheme of Amalgamation and the statement required to be furnished pursuant to Section 230 of the Companies act and that the form of proxy can be obtained free of charge at the registered office of the Applicant Company as aforesaid and shall also be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi.
4. The Applicant Company undertakes to:
  - i. issue Notice convening meeting of the equity shareholders as per Form No. CAA.2 (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 the Form No. MGT -11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and



- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

5. Mr. Kamlesh Ramniklal Sanghavi, failing whom Mr. Mitul Kamlesh Sanghavi Directors of the Applicant Company is appointed as the Chairperson for the meeting of Equity Shareholders. The Scrutinizer for the meeting shall be Mr. Kuldip Mehta, Practicing Chartered Accountants, failing whom Mr. Sameer Talekar, Practicing Chartered Accountants.
6. The Chairperson appointed for the aforesaid Meeting to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the under the Companies (Compromises, Arrangements and amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
7. The quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
8. The Voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its Registered office at 'Vesta – B, Ground Floor, 90 Feet Road, Pant Nagar, Ghatokpar (East), Mumbai – 400075', not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies ( Compromise, Arrangement and Amalgamations) Rules, 2016.
9. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company records and where the entries in the books / register are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.



10. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangement and Amalgamations) Rules, 2016.
11. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within 30 working 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, Arrangement and Amalgamations) Rules, 2016.
12. That Counsel for the Applicant Company submit that since the Scheme is an Arrangement and Amalgamation of Sanghavi Brothers Brokerage Limited Transferor Company with Sanghavi Savla Stock Brokers Limited the Transferee Company and their respective shareholders only a meeting of the Equity Shareholders is proposed to be held in accordance with the provisions of Section 230(1)(b) of the Companies Act 2013. This bench hereby directs the Applicant Transferor Company to issue notice to secured creditors as required under section 230(3) of the Companies Act 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company.
13. A meeting of the Unsecured Creditors of the Applicant Company be convened and held at Vesta – B, Ground Floor, 90 Feet Road, Pant Nagar, Ghatokpar (East), Mumbai – 400075, on Friday, 29<sup>th</sup> September, 2017 at 02.00 p.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of **SANGHAVI BROTHERS BROKERAGE LIMITED**, the Transferor Company with **SANGHAVI SAVLA STOCK BROKERS LIMITED**, the Transferee Company.
14. At least 30 clear days before the said meeting of the Unsecured Creditors of the Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time as aforesaid, together with a copy of



the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by Courier or by Speed Post, or by hand delivery to each of the Unsecured Creditors of the Applicant Company at their respective registered or last known address or by e-mail to the registered e-mail address of the Unsecured Creditors as per the records of the Applicant Company.

15. At least 30 clear days before the Meeting of the Unsecured Creditors of the Applicant Company to be held as aforesaid, a notice convening the said meeting, at the place, date and time aforesaid and stating that copies of the Scheme of Amalgamation and the statement required to be furnished pursuant to Section 230 of the Companies act and that the form of proxy can be obtained free of charge at the registered office of the Applicant Company as aforesaid and shall also be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi.
16. The Applicant Company undertakes to:
  - i. issue Notice convening meeting of the un-secured Creditors as per Form No. CAA.2 (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 the Form No. MGT -11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
  - iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

17. Mr. Kamlesh Ramniklal Sanghavi, failing whom Mr. Mitul Kamlesh Sanghavi Directors of the Applicant Company is appointed as the Chairperson for the meeting of Unsecured Creditors. The Scrutinizer for the



meeting shall be Mr. Kuldip Mehta, Practicing Chartered Accountants, failing whom Mr. Sameer Talekar, Practicing Chartered Accountants.

18. The Chairperson appointed for the aforesaid Meeting to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the under the Companies (Compromises, Arrangements and amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
19. The quorum for the aforesaid meeting of the Unsecured Creditors shall be 15 (Fifteen).
20. The Voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its Registered office at 'Vesta – B, Ground Floor, 90 Feet Road, Pant Nagar, Ghatokpar (East), Mumbai – 400075', not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromise, Arrangement and Amalgamations) Rules, 2016.
21. The value of outstanding amount of each Unsecured Creditors shall be in accordance with the books/ register of the Applicant Company records and where the entries in the books / register records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
22. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangement and Amalgamations) Rules, 2016.
23. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within 30 working 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, Arrangement and Amalgamations) Rules, 2016.

24. The Applicant to serve the notice upon the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai Maharashtra, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016. If no response is received by the tribunal from Regional Director within 30 days of the date of receipt of the notice it will be presumed that Regional Director and/ or Central Government has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
25. The Applicant to serve the notice upon the concerned Registrar of Companies, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Registrar of Companies within 30 days of the date of receipt of the notice it will be presumed that Registrar of Companies has no objection to the Proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
26. The Applicant to serve the notice on the National Stock Exchange of India Limited with whom the Company is Registered as the Member – Stock Broker pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the National Stock Exchange of India Limited within 30 days of the date of receipt of the notice it will be presumed that National Stock Exchange of India Limited has no objection to the proposed Scheme as per Rules, 2016.
27. The Applicant to serve the notice on the Securities Exchange Board of India (SEBI) under whom the Company is Regulated as per SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises,



Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Income Tax Authority within 30 days of the date of receipt of the notice it will be presumed that Income Tax Authority has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

28. The Applicant to serve the notice on the Concerned Income Tax Authority within whose jurisdiction the Applicant Company's assessment are made, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Income Tax Authority within 30 days of the date of receipt of the notice it will be presumed that Income Tax Authority has no objection to the proposed Scheme as per Rules, 2016.
29. The Applicant to file affidavit of service of the notices issued to Equity Shareholders (secured creditors) and unsecured creditors, publication of notices in newspapers and to regulatory authorities as stated above not less than seven days' scheme date fixed for holding the meeting and to report to this Tribunal that the directions regarding the issue of notices have been complied with.

Sd/-

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

Sd/-

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