

**IN THE NATIONAL COMPANY LAW TRIBUNAL,  
BENCH AT MUMBAI**

**CSA NO. 343/2017 OF 2017**

In the matter of Companies Act, 2013;

And

In the matter of Sections 230-236 read with other  
provisions Of the Companies Act, 2013;

And

In the matter of Scheme of Amalgamation of  
Refrigerated Distributors Private Limited  
(Transferor Company) with Partytime Ice Private  
Limited (Transferee Company) and their Respective  
Shareholders.

Refrigerated Distributors Private  
Limited, a Company having its  
registered office at 410, EMCA  
House, S.B.S Road, Fort Mumbai  
400001.

..... First Applicant

And

Partytime Ice Private Limited a  
Company having its registered office  
at Plot No: C -24 TTC MIDC  
Industrial Area, Pawane, Turbhe  
Navi Mumbai Thane 400705.

..... Second Applicant

**Date:** 23<sup>rd</sup> August, 2017

**Coram:** Hon'ble Shri B.S.V. Prakash Kumar, Member (Judicial)  
Hon'ble Shri V. Nallasenapathy Member (Technical)

**Called for hearing:** Anant Khamankar, Practicing Company Secretary, i/b Anant B  
Khamankar & Co., Company Secretaries for the Applicant.

**Per:** Shri V. Nallasenapathy Member (Technical)

**MINUTES OF THE ORDER**

Upon a Company Application filed by the Applicants above named and **UPON**  
**HEARING** Anant Khamankar instructed by Anant B Khamankar & Co.,

Company Secretary in Practice for the Applicants and **UPON READING** the Application dated 27<sup>th</sup> March of 2017 verified by the Affidavit and the Annexures therein referred to, **IT IS ORDERED:**

1. That a meeting of the equity shareholders of the Refrigerated Distributors Private Limited, First Applicant above named be convened and held at 410, EMCA House, S.B.S Road, Fort Mumbai 400001, on 16<sup>th</sup> October, 2017, at 10.30 am for the purpose of considering and if thought fit, approving, with or without modifications, the proposed Scheme.
2. That a meeting of the equity shareholders of the Partytime Ice Private Limited, Second Applicant above named be convened and held at 410, EMCA House, S.B.S Road, Fort Mumbai 400001, on 16<sup>th</sup> October, 2017, at 11.30 am or soon after meeting of the equity shareholders of the Refrigerated Distributors Private Limited for the purpose of considering and if thought fit, approving, with or without modifications, the proposed Scheme.
3. That a meeting of the unsecured creditors of the Refrigerated Distributors Private Limited, First Applicant above named be convened and held at 410, EMCA House, S.B.S Road, Fort Mumbai 400001, on 16<sup>th</sup> October, 2017, at 12.30 pm for the purpose of considering and if thought fit, approving, with or without modifications, the proposed Scheme.
4. That a meeting of the unsecured creditors of the Partytime Ice Private Limited, Second Applicant above named be convened and held at 410, EMCA House, S.B.S Road, Fort Mumbai 400001, on 16<sup>th</sup> October, 2017, at 13.30 pm or soon after meeting of the equity shareholders of the Refrigerated Distributors Private Limited for the purpose of considering and if thought fit, approving, with or without modifications, the proposed Scheme.
5. That a meeting of the secured creditors of the Refrigerated Distributors Private Limited, First Applicant above named be convened and held at

410, EMCA House, S.B.S Road, Fort Mumbai 400001, on 16<sup>th</sup> October, 2017, at 14.30 pm for the purpose of considering and if thought fit, approving, with or without modifications, the proposed Scheme.

6. At least 30 (thirty) clear days before the meeting to be held as aforesaid, a notice convening the aforesaid meetings of the shareholders and creditors of the Applicants, indicating the day, the date, the place and the time as aforesaid together with a copy of the Scheme, a copy of the statement disclosing all material facts as required under Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the prescribed form of proxy shall be sent by Registered Post with Acknowledgement Due ("RPAD") or Speed Post/Air mail or by courier service or through email (to those shareholders whose email addresses are duly registered with the Applicants) or hand delivery, addressed to each of the shareholders of the Applicant, at their respective registered or last known address/email address as per the records of the Applicant. The notices shall be sent to shareholders of the Applicants with reference to list of shareholders appearing in its register as on 24<sup>th</sup> August, 2017 being the cut-off date as prescribed under Rule 20 of the Companies (Management and Administration) Rules 2014.
7. That the notice of the aforesaid meetings and that copies of the Scheme and the Statement and Form of Proxy can be obtained free of charge from the registered office of the Applicants. shall be advertised in two local newspapers "Free Press Journal" in English and "Navakal" in Marathi (both having circulation in Mumbai) not less than 30 (thirty) days before the date fixed for the aforesaid meetings.
8. That Mr. Nisar Shaikh Hasan Naik, Director of the First Applicant, failing him, Mr. Asif Mushtaq Naik, Director of the First Applicant and failing him, Mr. Khalil Shaikh Hasan Naik, Director of the First Applicant shall be the Chairperson of the aforesaid meetings of the equity shareholders or any adjournment or adjournments thereof.
9. That Mr. Kiran Ravindra Nachankar, Director of the Second Applicant, failing him, Mr. Siddhesh Pramod Nare, Director of the Second Applicant

shall be the Chairperson of the aforesaid meetings of the equity shareholders or any adjournment or adjournments thereof.

10. That Anant Khamankar of Anant B Khamankar & Co., Company Secretaries, is hereby appointed as scrutinizer of the meetings of the shareholders and the creditors to be held at EMCA House, S.B.S Road, Fort Mumbai MH 400001, on 6<sup>th</sup> October, 2017 or any adjournment or adjournments thereof for remuneration of Rs. 5,000/- per meeting.
11. That the Chairperson appointed for the aforesaid meetings do issue the advertisement and send out the notices of the aforesaid meetings referred to above. It is further directed that the Chairperson of the meetings shall have all the powers as per the Articles of Association of the Applicant and also under the Companies Act, 2013 in relation to the conduct of the meetings including for deciding procedural questions that may arise at the meeting or at an adjournment thereof or any other matter including an amendment to the resolution if any, proposed at the meetings by any person(s).
12. That the quorum for the meeting of the equity shareholders of the Applicants shall be as prescribed under Section 103 of the Companies Act, 2013.
13. That voting by proxy/ authorized representative in case of a body corporate be permitted provided that the proxy in the prescribed form / authorization duly signed by the person entitled to attend and vote at the aforesaid meeting or by his authorized representative is filed with the Applicants at their registered office, not later than 48 (forty-eight) hours before the date of the aforesaid meetings.
14. That the value or number of shares of each shareholder shall be in accordance with the records and registers of the Applicants or books and where the entries in the records and registers or books are disputed, the Chairperson of the meetings shall determine the value or number for the purpose of the aforesaid meetings and his decision in that behalf would be final.

15. That the Chairperson do report to this Tribunal the result of the aforesaid meetings within 30 (thirty) days of the conclusion of the aforesaid meetings.
16. The Applicant is directed to serve notices along with the copy of the Scheme upon (i) concerned income tax authority within whose jurisdiction the Applicant's assessment is made; (ii) Central Government through the Office of the Regional Director, Western Region, Mumbai; and (iii) Registrar of Companies, Mumbai with a direction that they may submit their representations if any, within a period of 30 (thirty) days from the date of receipt of such notice to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant, failing which it shall be presumed that the aforementioned authorities have no representations to make on the Scheme.
17. The Applicant to file an Affidavit of service in the registry proving dispatch of notices upon the equity shareholders, secured and unsecured creditors, publication of notices in newspapers and to regulatory authorities as stated in Clause 16 above not less than 7 (seven) days before the date fixed for the holding of the aforesaid meetings and do report to the Tribunal that the directions regarding issue of notices have been duly complied with.

Sd/-

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

Sd/-

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