

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**

**MUMBAI BENCH**

**COMPANY SCHEME APPLICATION NO. 305 OF 2017**

In the matter of the Companies Act, 2013 (18 of 2013);

And

In the matter of Sections 230 to 231 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 along with the Companies Act, 1956.

And

In the matter of Scheme of Arrangement between Indian Cork Mills Private Limited ('the Transferor Company') and Secrets of Ayurveda 4 Youth Private Limited ('the Transferee Company')

And

Their Respective Shareholders

<b>Indian Cork Mills Private Limited, a Company</b>	}	
incorporated under the provisions of the	}	
Companies Act, 1956 having its registered	}	
office at Saki-Vihar Road, Powai,	}	
Mumbai 400072	}	
CIN U29300MH1966PTC013517	}	First Applicant Company
<b>Secrets of Ayurveda 4 Youth Private Limited</b>	}	
a Company incorporated under the provisions	}	
of the Companies Act, 1956 having its	}	
registered office at Saki-Vihar Road,	}	
Powai, Mumbai 400072	}	
CIN U24233MH2008PTC185942	}	Second Applicant Company

Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates for the First Applicant Company and the Second Applicant Company

**CORAM: B.S.V. PrakashKumar, Member (Judicial)**

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

**DATE: 29<sup>th</sup> March 2017**

**MINUTES OF THE ORDER**

1. The Counsel for the Applicants states that the present Scheme is a Scheme of Arrangement between Indian Cork Mills Private Limited ('the Transferor

Company’) and Secrets of Ayurveda 4 Youth Private Limited (‘the Transferee Company’).

2. The Counsel for the Applicants further submit that the proposed Scheme would benefit the respective companies and other stake holders of the respective companies on account of the following reasons:
  - a. Reduced set-up and operating costs resulting in cost efficiency coupled with a greater financial flexibility;
  - b. Segregating Real Estate Assets from the First Applicant Company would enable the management of the Second Applicant Company to concentrate on the development and construction of the Real Estate Assets and its related activities which will benefit to the group as whole;
  - c. Segregating Real Estate Assets from the First Applicant Company would enable the management of the Second Applicant Company to raise funds; and
  - d. Improved quality of services to its customers by establishing highest service standards through operational agreements.
3. That the meeting of the Equity Shareholders of the First Applicant Company be convened and held at Saki-Vihar Road, Powai, Mumbai 400072 on Friday, 5th day of May, 2017 at 11.30 a.m. for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed arrangement embodied in the Scheme of Arrangement between Indian Cork Mills Private Limited (Transferor Company) with Secrets of Ayurveda 4 Youth Private Limited (Transferee Company) and their respective Shareholders.
4. That the meeting of the Equity Shareholders of the Second Applicant Company be convened and held at Saki-Vihar Road, Powai, Mumbai 400072 on Friday, 5th day of May, 2017 at 1.00 pm. for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed arrangement embodied in the Scheme of Arrangement between Indian Cork Mills Private Limited (Transferor Company) with Secrets of Ayurveda 4 Youth Private Limited (Transferee Company) and their respective Shareholders.
5. The Applicant Companies shall also gave an option to the shareholders to vote through Postal Ballot.

6. That at least one month before the said Meetings of the Equity Shareholders of the First and Second Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, date and time as aforesaid, together with a copy of the Scheme, a copy of 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) Rule, 2016 notified on 14<sup>th</sup> December 2016 and the prescribed Form of Proxy, shall be sent by Courier / Registered Post / Hand Delivery / Speed Post or through Email (to those shareholders whose email addresses are duly registered with the First and the Second Applicant Company for the purpose of receiving such notices by email), addressed to each of the Equity Shareholders of the First and the Second Applicant Company, at their last known address or email addresses as per the records of the Applicant Company.
7. That at least one month before the meetings of the Equity Shareholders of the First and Second Applicant Company to be held as aforesaid, a notice convening the said Meetings, indicating the place, date and time of meeting as aforesaid be published and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 and the Form of Proxy can be obtained free of charge at the Registered Office of the First and Second Applicant Company as aforesaid and / or at the office of its Advocates, M/s Hemant Sethi & Co., 1602 Nav Parmanu, Behind Amar Cinema, Chembur, Mumbai – 400071.
8. That the Notice of the Meetings shall be advertised in two local newspapers viz. “Free Press Journal” in English and “Navshakti” in Marathi, both circulated in Mumbai not less 30 days before the date fixed for the meeting.
9. That Mr. Hemant Gajanan Salunke, Authorised Signatory of the First Applicant Company, and failing him, Mr. Ashwin Mohan, Director of the First Applicant Company shall be the Chairman of the aforesaid meeting of the Equity Shareholders of the First Applicant to be held at Saki-Vihar Road, Powai, Mumbai 400072 on Friday, 5th day of May, 2017 at 11.30 am or any adjournment or adjournments thereof.

10. That Mr. Hemant Gajanan Salunke, Authorised Signatory of the Second Applicant Company, and failing him, Mr. Shailesh Bhave, Authorised Signatory of the Second Applicant Company shall be the Chairman of the aforesaid meeting of the Equity Shareholders of the Second Applicant to be held at Saki-Vihar Road, Powai, Mumbai 400072 on Friday, 5th day of May, 2017 at 1.00 pm or any adjournment or adjournments thereof.
11. That the Chairman appointed for the aforesaid Meetings to issue the advertisement and send out the notices of the Meetings referred to above. The said Chairman shall have all powers as per Articles of Association and also under the Companies Act 2013 in relation to the conduct of the meetings, including for deciding procedural questions that may arise or at any adjournment thereof or resolution, if any, proposed at the meetings by any person(s).
12. That the quorum of the aforesaid meetings of the Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
13. That voting by proxy or authorized representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorization duly signed by the person entitled to attend and vote at the meetings, are filed with the First and Second Applicant Company at their respective Registered Offices not later than 48 hours before the aforesaid meeting.
14. That the value and number of the shares of each Equity Shareholder shall be in accordance with the books / register of the First and Second Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairman of the Meetings shall determine the value for the purpose of the aforesaid meetings and his decision in that behalf would be final.
15. That Mr. Nilesh Pradhan, Practicing Company Secretary is hereby appointed as Scrutinizers of the meetings of the Equity Shareholders of the First and the Second Applicant Company proposed to be held on Friday, 5th May 2017 at Saki-Vihar Road, Powai, Mumbai 400072. The fees of the scrutinizer is fixed at Rs. 5,000/-.
16. That the Chairman to file an affidavit not less than seven (7) 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 the advertisement have been duly complied with.

17. That the Chairman of the meetings to report to this Tribunal, the results of the aforesaid meetings within thirty days of the conclusion of the meetings.
18. The First and Second Applicant Company are directed to serve notices along with copy of scheme upon:- (i) concerned Income Tax Authority with in whose jurisdiction the First Applicant Company's assessments are made, (ii) the Central Government through the office of Regional Director, Western region, Mumbai, (iii) Registrar of Companies with a direction that they may submit their representations, if any, within a period of thirty days from the date of receipt of such notice to the Tribunal with copy of such representations shall simultaneously be served upon the First Applicant Company, failing which, it shall be presumed that the authorities have no representations to make on the proposals.
19. The Counsel for the Applicant Company submits that there are no Secured Creditors and Unsecured Creditors in the First and Second Applicant Company, therefore the question of sending notices to the Secured and Unsecured Creditors does not arise.
20. The First and Second Applicant Company to file affidavit of service in the Registry proving dispatch of notices to the shareholders, publication of notices in newspapers and to the regulatory authorities as stated in clause 18 above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

Sd/-

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

Sd/-

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