

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH

COMPANY SCHEME APPLICATION NO. 634 OF 2017

In the matter of Companies Act, 2013;

And

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

And

In the matter of the Scheme of Arrangement and Amalgamation amongst Mukand Limited (Transferor Company); Mukand Vijayanagar Steel Limited (Transferee Company/Amalgamating Company) and Mukand Alloy Steels Private Limited (Amalgamated Company) and their respective shareholders and creditors.

Mukand Vijayanagar Steel Limited)
CIN No.: U85110MH1995PLC235609)
a company incorporated under the Companies Act, 1956,)
and having its registered office at Bajaj Bhawan, Jamnalal Bajaj)
Marg, 226, Nariman Point, Mumbai, Maharashtra - 400021) Applicant

Called Summons for Direction for hearing

Counsel Ms. Alpana Gone instructed by J. Sagar Associates, Advocates for the Applicant

Coram: Ms. Ina Malhotra, Hon'ble Member (Judicial)

Date: 20th June, 2017

MINUTES OF THE ORDER

Upon a Company Application filed by the Applicant above named and UPON HEARING Counsel instructed by J. Sagar Associates, Mumbai, Advocates for the Applicants and UPON READING the Application dated 11th day of May 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 Applicant abovenamed be convened and held at 3rd Floor, Bajaj Bhawan, Jammalal Bajaj Marg, 226, Nariman Point, Mumbai, Maharashtra – 400021, on Wednesday, 16th August, 2017, at 3.30 p.m. for the purpose of considering and if thought fit, approving, with or without modifications, the proposed Scheme of Arrangement and Amalgamation amongst Mukand Limited; Mukand Vijayanagar Steel Limited and Mukand Alloy Steels Private Limited and their respective shareholders and creditors ("**Scheme**").
2. At least 30 (thirty) clear days before the said meeting a notice convening the aforesaid meeting of the equity shareholders of the Applicant indicating the date, day, place, 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 hand delivery or email address registered with the Applicant or courier or registered post acknowledgment due ("**RPAD**") or speed post to each of the equity shareholders of the Applicant, at their respective registered or last known address/email address as per the records of the Applicant.
3. That the notice of the aforesaid meeting 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 Applicant, shall be advertised in two local newspapers 'Free Press Journal' in English and Navshakti in Marathi (both having circulation in Mumbai) not less than 30 (thirty) days before the date fixed for the aforesaid meeting.
4. That Mr. Virendra K. Mital, Director of the Applicant, failing him, Mr. R. Jagannathan, Director, and failing him Mr. U. V. Joshi, Director of the Applicant

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

5. That Mr. Anant Khamankar of M/s. Anant B. Khamankar & Co., Company Secretaries is hereby appointed as scrutinizer of the meeting of the equity shareholders to be held at the registered office of the Applicant at Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400021, on Wednesday 16th August, 2017 or any adjournment or adjournments thereof for remuneration of Rs. 5,000/-.
6. That the Chairperson appointed for the aforesaid meeting do issue the advertisement and send out the notices of the aforesaid meeting referred to above. It is further directed that the Chairperson of the meeting 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 meeting 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 meeting by any person(s).
7. That the quorum for the aforesaid meeting shall be 5 (five) shareholders attending in person.
8. 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 Applicant at the registered office, not later than 48 (forty-eight) hours before the date of the aforesaid meeting.
9. That the value or number of shares of each shareholder, shall be in accordance with the records and registers of the Applicant Company and where the entries in the records or registers are disputed, the Chairperson of the meeting shall determine the

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value or number for the purpose of the aforesaid meeting and his decision in that behalf would be final.

10. That the Chairperson do file an Affidavit not less than 7 (seven) days before the date fixed for the holding of the aforesaid meeting and do report to this Tribunal that the directions regarding the issue of notice and the advertisement of the meeting have been duly complied with.
11. That the Chairperson do report to this Tribunal the result of the aforesaid meeting within 30 (thirty) days of the conclusion of the aforesaid meeting.
12. The Counsel for the Applicant submits that there are no secured creditors in the Applicant Company, therefore the question of sending notice to the secured creditors does not arise. The Counsel for the Applicant further submits that since the Scheme is an arrangement between the Applicant Company and its 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 to issue a notice to all its unsecured creditors under Section 230(3) of the Companies Act 2013 by courier or hand delivery or registered post acknowledgment due ("RPAD") or speed post or through email 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.
13. The Applicant is directed to serve notices along with the copy of the Scheme upon (i) concerned income tax authority within whose jurisdiction the respective Applicant's assessments are 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

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13. Applicant, failing which it shall be presumed that the authorities have no representations to make on the Scheme.
14. The Applicant is also directed to serve notice along with copy of Scheme upon the Official Liquidator. M/s. Kamlesh Mehta & Co., Chartered Accountant, are appointed to assist the Official Liquidator to scrutinize the books of accounts for a remuneration of Rs. 15,000/- for his services.
15. The Applicant to file an Affidavit of service in the registry proving dispatch of notices upon the equity shareholders, unsecured creditors, publication of notices in newspapers and to regulatory authorities as stated in Clause 13 and 14 above not less than 7 (seven) days before the date fixed for the holding of the equity shareholders meeting and do report to the Tribunal that the directions regarding issue of notices have been duly complied with.

Sd/-

Ina Malhotra, Member (Judicial)