

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. 723 OF 2017**

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232, read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder as in force from time to time;

AND

In the matter of Scheme of Arrangement between RBS Equities (India) Private Limited ('Transferor Company No. 1'), RBS Corporate Finance India Private Limited ('Transferor Company No. 2') and RBS Prime Services (India) Private Limited ('Transferee Company') and their respective shareholders ("Scheme")

RBS CORPORATE FINANCE INDIA)
PRIVATE LIMITED, a company)
incorporated under the Companies Act,)
1956 having its registered office at Empire)
Complex (South Wing) 414, Senapati)
Bapat Marg, Lower Parel, Mumbai -)Applicant Company.
400013.

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

Coram: B.S.V. Prakash Kumar, Member (Judicial)

V. Nallasenapathy, Member (Technical)

Date: 5th July, 2017

MINUTES OF THE ORDER

1. The Counsel for the Applicant submits that the present scheme is a Scheme of Arrangement between RBS Equities (India) Private Limited ('Transferor Company No. 1'), RBS Corporate Finance India Private Limited ('Transferor Company No. 2') and RBS Prime Services (India) Private Limited ('Transferee Company') and their respective shareholders under Sections 230 to 232, read with Section 66 of the Companies Act, 2013. This Scheme provides for merger of RBS Equities (India) Private Limited and RBS Corporate Finance India Private Limited with RBS Prime Services (India) Private Limited. This Scheme also provides for reduction of share capital of RBS Prime Services (India) Private Limited and payment of dividend to its shareholders

2. The Counsel for the Applicant further submits that Companies under this Scheme of Arrangement are part of the Royal Bank of Scotland (RBS) Group. The Group believes that the amalgamation involving the Transferor Companies and the Transferee Company is with a view to:
 - a. reduce managerial overlaps, which are necessarily involved in running multiple entities;
 - b. reducing administrative cost; and
 - c. achieving operational and management efficiency.
3. The meeting of the Equity Shareholders of the Applicant Company be convened and held at Empire Complex (South Wing) 414, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, on 21st day of August, 2017 at 2.00 p.m., for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between RBS Equities (India) Private Limited ('Transferor Company No. 1'), RBS Corporate Finance India Private Limited ('Transferor Company No. 2') and RBS Prime Services (India) Private Limited ('Transferee Company') and their respective shareholders
4. That at least one month before the said Meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time 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 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 addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Applicant Company.
5. That at least one month 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(3) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company as aforesaid

6. That the notice of the Meeting of the Equity Shareholders shall also be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi.
7. 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 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) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

8. Mr. Jaykumar Shah, failing him Mr. Sanjoy Ray Chowdhury is appointed as the Chairperson for the meeting of Equity Shareholders.
9. That Ms. Rupal D Jhaveri, a Practicing Company Secretary is hereby appointed as Scrutinizer of the meeting of members of the Applicant Company to be held at Empire Complex (South Wing) 414, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 on 21st August 2017 at 02:00 P.M. or any adjournment or adjournments thereof and her remuneration is fixed as Rs. 7,000/-.
10. 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 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).
11. The quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
12. 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 Empire Complex (South Wing) 414, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

13. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository 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.
14. 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, Arrangements and Amalgamations) Rules, 2016.
15. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within three 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, Arrangements and Amalgamations) Rules, 2016.
16. The Counsel for the Applicant submits that there are no secured creditors in the Applicant Company, therefore the question of sending notices to secured creditors does not arise. The Counsel for the Applicant Company further submits that since the Scheme is an Amalgamation between the Applicant 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 Company to issue notice to all its Unsecured Creditors 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.
17. The Applicant Company is 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 Applicant Company, failing which, it shall be presumed that the authorities have no representations to make on the proposals.

18. The Applicant Company is also directed to serve notice along with a copy of the Scheme upon the Official Liquidator. M/s. Deepak N Shah, Chartered Accountants are appointed to assist the Official Liquidator to scrutinize the books of accounts of the Applicant Company for the last five (5) years. The fees of the Chartered Accountant is fixed at Rs. 1,00,000/-. The Official Liquidator may submit his representations, if any, within a period of thirty (30) days from the date of the receipt of such notice to the Tribunal with copy of such representations shall simultaneously be served upon the Applicant Company, failing which, it shall be presumed that the Official Liquidator has no representations to make on the proposals.
19. The Applicant to file an affidavit of service of the directions given by the Tribunal not less than seven days before the date fixed for the holding of the meetings and do report to this Tribunal that the direction regarding the issue of notices have been duly complied with.

Sd/-
V. Nallasenapathy, Member (T)

Sd/-
B.S.V. Prakash Kumar, Member (J)