

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, MUMBAI
COMPANY SCHEME APPLICATION NO 13 OF 2017**

In the matter of the Companies Act 1956 (1 of 1956);
AND

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

AND

In the matter of Scheme of Arrangement between
Advik Hi-Tech Private Limited Advik Hi-Tech Private
Limited having CIN U29299PN1998PTC013028
("Advik Hi-Tech" or "Demerged Company") and
Advik Tecnocommercial Private Limited having CIN
U74999PN2016PTC166488("Advik Tecnocommercial"
or "Resulting Company")

Advik Hi-Tech Private Limited, a Company)	
incorporated under the provisions of Companies Act, 1956)	
having its registered office at Gat No. 357 Plot No 99)	
Part A, Chakan, Talegaon Road, Kharabwadi, Chakan)	
Pune – 410 501, Maharashtra India)	
CIN U29299PN1998PTC013028)	... Applicant Company

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

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

Dated: 16th day of February 2017

MINUTES OF THE ORDER

Upon Applications filed by the Applicant Company above named by Company Applications **AND UPON HEARING** Mr. Hemant Sethi instructed by Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 07th Day of October, 2016 of Mr. Amol Dagwade, Authorized signatory of the Applicant Company, verified by an Affidavit and the annexures referred to , **IT IS ORDERED THAT:**

1. The meeting of Equity shareholders of the Applicant Company be convened and held at Gat No. 357 Plot No 99 Part A, Chakan, Talegaon Road, Kharabwadi, Chakan, Pune – 410 501, on 28th March, 2017 and 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 Advik Hi-Tech Private Limited (Demerged Company) and Advik Tecnocommercial Private Limited (Resulting Company) and their shareholders and creditors.
2. That at least one month before the said Meeting of the Equity shareholders of the Applicant Company to be held as aforesaid, together with the copy of the scheme, a copy of statement disclosing all material facts as required under section 230(3) of the Companies Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule 2016 notified on 14th December 2016 and the prescribed Form of Proxy, shall be sent by Courier / Registered Post, Speed Post or through Email (to those shareholders whose email addresses are duly registered with the Applicant Company for the purpose of receiving such notices by email), addressed to each of the Equity Shareholders of the Company, at their last known address or email addresses as per the records of the Applicant Company.
 3. 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, indicating the place, date and time of meeting as aforesaid be published and stating that the 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 shall be obtained free of charge at the Registered Office of the Applicant Company as aforesaid and / or at the offices of its Advocates, M/s Hemant Sethi & Co., 1602 Nav Parmanu, Behind Amar Cinema, Chembur Mumbai – 400071.
 4. That the Notice of the Meeting shall be advertised in two local newspapers viz. 'Indian Express' in English and "Loksatta" in Marathi, both circulated in Pune not less than 30 days before the date fixed for the meeting.

5. That Mr. Aditya Bhartia, Managing Director of the Applicant Company and failing him, Mr. Amol Dagwade, Chief Financial Officer of the Applicant Company shall be the Chairman of the aforesaid meeting of the Equity Shareholders to be held at Gat No. 357 Plot No 99 Part A, Chakan, Talegaon Road, Kharabwadi, Chakan, Pune – 410 501, on 28th March 2017 at 11.30 am or any adjournments thereof.
6. That Mr. Kuldeep Ruchandani, Company Secretary is hereby appointed as Scrutinizer of the meeting of Equity Shareholders of the Applicant Company to be held at Gat No. 357 Plot No 99 Part A, Chakan, Talegaon Road, Kharabwadi, Chakan, Pune – 410 501, on 28th March 2017 at 11.30 am or any adjournments thereof.
7. That the Chairman appointed for the aforesaid Meeting to issue the advertisement and send out the notices of the Meeting referred to above. The said Chairman shall have all the powers as per the Articles of Association and also under the Companies Act, 2013 in relation to the conduct of the meeting, including for deciding procedural questions that may arise or at any adjournment thereof .
8. That the quorum of the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
9. That voting by proxy or authorized 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 Gat No. 357 Plot No 99 Part A, Chakan, Talegaon Road, Kharabwadi, Chakan, Pune – 410 501, not later than 48 hours before the aforesaid meeting.
10. That the value and the number of the shares of each Equity Shareholders shall be in accordance with the books / register of the Applicant Company or depository records and where the entities in the books / register/

depository records are disputed, the Chairman of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

11. That the Chairman to file an affidavit not less than seven(7) days before the date fixed for the holding of the Meeting and do report to this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with.
12. That the Chairman of the Meeting to report to this Tribunal, the results of the aforesaid meeting within thirty days of the conclusion of the Meeting.
13. That Counsel for the Applicant submit that since the Scheme is an arrangement 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 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.
14. That the Applicant Company is directed to serve notices along with copy of scheme upon:- (i) concerned Income Tax Authority with in whose jurisdiction the Applicant Company's assessments are made, (ii) to the Central Government through the office of Regional Director, Western region, Mumbai, (iii) to the Registrar of companies, Pune with the direction that they may submit their representations, if any, within a period of thirty days from the date of the receipt of such notice to the Tribunal with copy of such representations shall simultaneously be served to the Applicant Company, failing which, it shall be presumed that the authorities have no representations to make on the proposal.

15. Applicant Company to file affidavit of service in the Registry proving dispatch of notices upon shareholders, Creditors, notices to Regulatory authorities as stated in clause 13 above and publication of notice in newspapers.

Sd/-

B. S.V. PRAKASH KUMAR
Member (Judicial)

Sd/-

V. NALLASENAPATHY
Member (Technical)