

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH
TRANSFERRED COMPANY SCHEME APPLICATION NO. 30 OF 2017
IN
HIGH COURT COMPANY SUMMONS FOR DIRECTION NO.1006 OF
2017**

**HDFC ERGO GENERAL)
INSURANCE COMPANY)
LIMITED, a company)
incorporated under the provisions of)
the Companies Act, 1956 and)
having its registered office at 1st)
Floor, HDFC House, 165-166,)
Backbay Reclamation, H. T. Parekh)
Marg, Churchgate, Mumbai – 400)
020) ...APPLICANT/
TRANSFEROR COMPANY**

Appearance:

Mr. Sameer Pandit a/w. Ms. Madhupreetha Elango and Mr. Karan Bhide
i/b. M/s. Wadia Ghandy & Co., Advocate for the Applicant

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

V. Nallasenapathy (Technical Member)

DATE: January 20, 2017

MINUTES OF THE ORDER

UPON the Application of the Applicant abovenamed AND UPON HEARING Mr. Sameer Pandit i/b. Wadia Ghandy & Co., Advocates for the Applicant, AND UPON READING the Affidavit dated 4th day of October, 2016 of Mr. Dayananda V. Shetty, the Company Secretary and Head – Legal & Compliance and Authorised Signatory of the Applicant, IT IS ORDERED:-

1. That meeting of the Equity Shareholders of the Applicant be convened at the Registered Office of the Applicant on Wednesday, March 29, 2017 at 11.00 a.m. for the purposes of considering and if thought fit approving, with or without modification(s) the proposed Scheme of Arrangement between the Applicant and HDFC General Insurance Limited (“**Transferee**”) and their respective shareholders and creditors.

2. That the number and value of the shares held by each Equity Shareholder shall be in accordance with the records or register of the Applicant and where the entries in the register are disputed, the Chairperson of the meeting shall determine the number and value for the purposes of the meeting and his decision in that behalf would be final.
3. That at least 30 [thirty] days before the date fixed for the meeting, notice of the meeting shall be sent by the Applicant to its Equity Shareholders indicating the day, date, time and venue of the meeting, together with a copy of the Scheme of Arrangement, along with such other documents as are prescribed under the Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.
4. That at least 30 [thirty] days before the date fixed for the meeting, notice of the meeting shall also be sent by the Applicant to its debenture holders and creditors indicating the day, date, time and venue of the meeting, together with a copy of the Scheme of Arrangement, along with such other documents as are prescribed under the Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.
5. That at least 30 [thirty] days before the date fixed for the meeting, notice of the meeting shall also be sent by the Applicant to the Central Government, Income Tax Authorities, Registrar of Companies, Official Liquidator, Insurance Regulatory and Development Authority of India, Competition Commission of India, Securities and Exchange Board of India and BSE Limited indicating the day, date, time and venue of the meeting, together with a copy of the Scheme of Arrangement, along with such other documents as are prescribed under the Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.
6. That at least 30 [thirty] days before the date fixed for the meeting, an advertisement shall be published indicating the day, date, time and venue of the meeting stating that the copies of the Scheme of Arrangement, the Explanatory Statement and the form of proxy shall be provided free of charge at the registered office of the Applicant and the Transferee in the "Business

Standard” in the English language and translation thereof in Marathi language in “Navshakti”, both having circulation in Mumbai.

7. That Mr. Ritesh Kumar, Managing Director & CEO of the Applicant, or in his absence Mr. Mukesh Kumar, Executive Director of the Applicant shall be the Chairperson for the meeting and for any adjournment thereof.
8. That at least 7 [seven] days before the date fixed for the meeting, the Chairperson appointed for the aforesaid meeting shall file an affidavit stating that the directions regarding the issue of notices and the advertisement have been duly complied with.
9. That the quorum for the aforesaid meeting of the Equity Shareholders of the Applicant shall be 5 [five] in number.
10. That voting shall be allowed on the proposed Scheme by voting in person/ proxy and by poll.
11. That the Chairperson shall report to this Tribunal the result of the aforesaid meeting within 3 [three] days of the conclusion of the meeting.
12. The Applicant is also directed to serve notice along with a copy of the Scheme upon the Official Liquidator. M/s. Yogesh A. Oza & Co., Chartered Accountants are appointed to assist the Official Liquidator to scrutinize the books of the Applicant. The Applicant to pay fees of Rs.2,00,000 /- (Rupees Two Lacs) within a period of 1 (one) week from today.
13. The Applicant to file in registry an Affidavit of Service as per Rule 12 of the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016.

Sd/-

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

Sd/-

V. Nallasenapathy (Technical Member)