

**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, MUMBAI**

CSA NO.1068 OF 2017

Under Sections 230 to 232 of the Companies Act,
2013

And

In the matter of Scheme of Amalgamation of SPG
Realty Private Limited (SRPL) with Poddar Bio-
Diesel Private Limited (PBDPL)

SPG Realty Private Limited, a)
company incorporated under the)
Companies Act, 1956 having its)
registered office at 211, Floor-2, Plot)
No.7B, Shiv Shakti Inds. Est., J. R.)
Boricha Marg, Lower Parel, Mumbai-)
400011, Maharashtra.)... First Applicant Company
(Transferor Company)

Poddar Bio-Diesel Private Limited, a)
company incorporated under the)
Companies Act, 1956 having its)
registered office at 211, Floor-2, Plot)
No.7B, Shiv Shakti Inds. Est., J. R.)
Boricha Marg, Lower Parel, Mumbai-)
400011, Maharashtra.)... Second Applicant Company
(Transferee Company)

ORDER DELIVERED ON: 12TH JANUARY, 2018

CORAM:

Hon'ble M. K. Shrawat, Member (Judicial)

Hon'ble Bhaskara Pantula Mohan, Member (Judicial)

Advocate for the Applicants: 1. Advocate Shruti Kelji-Pednekar
2. Advocate A. S. Lambhate
3. Advocate Sunila Chavan

PER: Bhaskara Pantula Mohan, Member (Judicial)

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ORDER

UPON the Application of the Applicant Company abovenamed by a Company Scheme Application AND UPON HEARING Shruti Kelji-Pednekar, Advocate for the Applicant Company, AND UPON READING the Company Scheme Application dated 4th December, 2017 of Mr. Vikas Purandhare and Mr. Pradeep Jain, Authorized Signatories of the respective Applicant Companies and Exhibits therein referred to, IT IS ORDERED THAT:

1. The meeting of the Equity Shareholders of the First Applicant Company, for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Merger with absorption of SPG Realty Private Limited (SRPL) with Poddar Bio-Diesel Private Limited (PBDPL), be convened and held at their registered office of the First Applicant Company at 211, Floor-2, Plot No.7B, Shiv Shakti Inds. Est., J. R. Boricha Marg, Lower Parel, Mumbai-400011, Maharashtra, on Wednesday, 28th day of February, 2018 at 10 a.m.
2. The meeting of the Preference Shareholders of the First Applicant Company, for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Merger with absorption of SPG Realty Private Limited (SRPL) with Poddar Bio-Diesel Private Limited (PBDPL), be convened and held at their registered office of the First Applicant Company at 211, Floor-2, Plot No.7B, Shiv Shakti Inds. Est., J. R. Boricha Marg, Lower Parel, Mumbai-400011, Maharashtra, on Wednesday, 28th day of February, 2018 at 11 a.m.
3. The meeting of the Equity Shareholders of the Second Applicant Company, for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Merger with absorption of SPG Realty Private Limited (SRPL) with Poddar Bio-Diesel Private Limited (PBDPL), be convened and held at their registered office of the Second Applicant Company at 211, Floor-2, Plot No.7B, Shiv Shakti Inds. Est., J. R. Boricha Marg, Lower Parel, Mumbai-400011, Maharashtra, on Wednesday, 28th day of February, 2018 at 12 noon.
4. At least 30 clear days before the said meeting of Equity and Preference Shareholders of the Applicant Companies, to be held as aforesaid, a notice convening the said meeting at the place, day, date and time as aforesaid, together with a copy of Scheme of Merger with absorption, a copy of

Explanatory statement required to be sent 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 AD/Speed Post AD/Hand Delivery/Courier/Email, addressed to each of the Equity and Preference Shareholders of the Applicant Companies at their respective registered and/or last known addresses as per the records/registers of Applicant Companies.

5. At least 30 clear days before the meeting of the Equity and Preference Shareholders of the Applicant Companies to be held as aforesaid, a notice convening the said meeting, at the place, day, date and time of the meeting and stating that copies of the Scheme of Merger with absorption and the explanatory 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) Rules, 2016 and the Form of Proxy can be obtained free of charge at the registered office of the Applicant Companies as aforesaid and/or at the office of its Advocate Shruti Kelji-Pednekar, Office No.9, Ground Floor, Blue Moon Chamber, 25, Nagindas Master Road, Fountain, Mumbai-400001.
6. The Notice of the meetings of the Equity and Preference shareholders of the Applicant Companies shall be published in two local newspapers i.e. "Free Press Journal" in English Language and translation thereof in "Navshakti" in Marathi Language, both having circulation in Mumbai, not less than 30 days before the date fixed for the meeting.
7. Publication of Notice of date of Meeting of the Equity and Preference shareholders of the Applicant Companies as mentioned hereinabove in the Government Gazette is dispensed with.
8. The Applicant Companies undertakes with respect to the meeting of Equity and Preference Shareholders to:
 - a) issue notice of convening meeting as per Form CAA2 (Rule 6)
 - b) issue Form of Proxy (Rule 10); and
 - c) advertise the Notice convening meeting as per Form CAA2 (Rule 7)
 - d) issue Explanatory Statement containing all the particulars as per Section 230(3) of the Companies Act, 2013 and Rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016

The said undertaking given by the Applicant Companies are accepted.

9. That Mr. Arvind Kumar Poddar, Director of the First Applicant Company and failing him, Mr. Ramesh Kumar Poddar, Director of the First Applicant Company shall be the Chairperson of the Meeting of the Equity Shareholders to be held at the registered office of the First Applicant Company at 211, Floor-2, Plot No.7B, Shiv Shakti Inds. Est., J. R. Boricha Marg, Lower Parel, Mumbai – 400 011, Maharashtra, on Wednesday, 28th day of February, 2018 at 10 a.m. or any adjournment or adjournments thereof.
10. That Mr. Arvind Kumar Poddar, Director of the First Applicant Company and failing him, Mr. Ramesh Kumar Poddar, Director of the First Applicant Company shall be the Chairperson of the Meeting of the Preference Shareholders to be held at the registered office of the First Applicant Company at 211, Floor-2, Plot No.7B, Shiv Shakti Inds. Est., J. R. Boricha Marg, Lower Parel, Mumbai-400011, Maharashtra, on Wednesday, 28th day of February, 2018 at 11 a.m. or any adjournment or adjournments thereof.
11. That Mr. Tarkeshwar Singh, Managing Director of the Second Applicant Company and failing him, Mr. Pradeep Sunderlal Jain, Director of the Second Applicant Company shall be the Chairperson of the Meeting of the Equity Shareholders to be held at the registered office of the Second Applicant Company at 211, Floor-2, Plot No.7B, Shiv Shakti Inds. Est., J. R. Boricha Marg, Lower Parel, Mumbai – 400 011, Maharashtra, on Wednesday, 28th day of February, 2018 at 12 noon or any adjournment or adjournments thereof.
12. That Mr. K. M. Garg, Practicing Chartered Accountant is hereby appointed as Scrutinizer of the meeting of Equity and Preference Shareholders to be held at 211, Floor-2, Plot No.7B, Shiv Shakti Inds. Est., J. R. Boricha Marg, Lower Parel, Mumbai-400011, Maharashtra, on Wednesday, 28th day of February, 2018 at 10 a.m., 11 a.m. and 12 noon respectively or any adjournment or adjournments thereof.
13. That the Chairperson appointed for the aforesaid Meetings to issue the advertisement and sent out the notices of the Meeting to the Equity and Preference Shareholders as referred to hereinabove. The said Chairperson shall have all the powers as per the Articles of Association and also under the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting, including for deciding any

procedural questions that may arise at the meeting or at any adjournment or adjournments thereof or to the Scheme of Merger with absorption or resolution or resolutions, if any, proposed at the meeting by any person(s) and to ascertain the decision or the sense of meeting by poll.

14. That the quorum for the aforesaid meeting of the Equity and Preference Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
15. 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 meeting or his authorized representative is filed with the First Applicant Company at its registered office at 211, Floor-2, Plot No.7B, Shiv Shakti Inds. Est., J. R. Boricha Marg, Lower Parel, Mumbai-400011, Maharashtra, on Wednesday, 28th day of February, 2018 at 10 a.m., 11 a.m. and with the Second Applicant Company at its registered office at 211, Floor-2, Plot No.7B, Shiv Shakti Inds. Est., J. R. Boricha Marg, Lower Parel, Mumbai-400011, Maharashtra, on Wednesday, 28th day of February, 2018 at 12 noon respectively not later than 48 hours before the aforesaid meeting as required under Rule 10 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.
16. That the number and value of shares held by each Equity and Preference Shareholder shall be in accordance with the books or register of the Applicant Companies and where the entries in the register are disputed, the Chairperson of the meeting shall determine the number and value for the purpose of the aforesaid meeting and his decision in that behalf shall be final.
17. That the Chairperson of the meeting of Equity and Preference Shareholders of the Applicant Companies do report to this Tribunal, the result of the meeting within 7 (Seven) days of the conclusion of the meeting of the Equity and Preference Shareholders, and the said report shall be filed as per the Form CAA 4 under the Companies (Compromise, Arrangement and Amalgamations) Rules, 2016.
18. That the Scheme being Scheme of Merger with absorption, meeting in between the Applicant Companies and its shareholders is proposed to be held in accordance with Section 230 (1) (b) of the Companies Act, 2013 and this Bench hereby directs to the Applicant Companies to issue notice

of the Meeting of the Equity and Preference Shareholders to its Unsecured Creditors including Trade Creditors, as specified in Section 230 (3) of the Companies Act, 2013, with the direction that they may submit their representations, if any, to the Tribunal and copies of such representations shall simultaneously be served upon the Applicant Companies. There are no Secured Creditors in the Applicant Companies.

19. At least 30 clear days before the date fixed for hearing, Applicants to serve the notice of the meeting of Equity and Preference Shareholders, upon the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, Maharashtra, pursuant to Section 230(5) of the Companies Act, 2013 and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the concerned Tribunal from Regional Director within 30 days it will be presumed that Regional Director and/or Central Government has no representation/objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
20. At least 30 clear days before the date fixed for hearing, Applicants to serve the notice of the meeting of Equity and Preference Shareholders upon the concerned Registrar of Companies, pursuant to Section 230(5) of the Companies Act, 2013 and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no representation/response is received by the concerned Tribunal from Registrar of Companies within 30 days it will be presumed that Registrar of Companies has no representation/objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
21. At least 30 clear days before the date fixed for hearing, Applicants to serve the notice of the meeting of Equity and Preference Shareholders, on the concerned Income Tax Authority within whose jurisdiction the Applicant Companies assessments are made i.e. Circle 8(2)(2) Aayakar Bhavan, Mumbai for First Applicant Company and Circle 7(3) (3) Aayakar Bhavan, Mumbai for Second Applicant Company, pursuant to Section 230(5) of the Companies Act, 2013 and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no representation/response is received by the concerned Tribunal from Income Tax Authority within 30 days it will be presumed that Income Tax

Authority has no representation/objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

22. At least 30 clear days before the date fixed for hearing, the First Applicant Company to serve the notice of the meeting of Equity and Preference Shareholders, upon the Official Liquidator pursuant to Section 230(5) of the Companies Act, 2013 and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Tribunal is appointing Chartered Accountant, M/s. Kucheria & Associates with remuneration of Rs.18,300/- to assist the Official Liquidator to scrutinize the books of accounts of the First Applicant Company and submit its representation/report to the Tribunal. If no response is received by the concerned Tribunal from Official Liquidator within 30 days it will be presumed that Official Liquidator has no representation/objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The said remuneration of the said Chartered Accountant to be borne by of the First Applicant Company.
23. That the Chairpersons to file an Affidavit of Service as per the Rule 12 of Company (Compromise, Arrangements and Amalgamations) Rules, 2016 not less than 7 (Seven) days before the date fixed for the holding of the meeting of Equity and Preference Shareholders of the Applicant Companies and do report this Tribunal that the direction regarding issue of notices and the advertisement have been duly complied with.

Sd/-

BHASKARA PANTULA MOHAN
MEMBER (JUDICIAL)

12.01.2018

Sd/-

M. K. SHRAWAT
MEMBER (JUDICIAL)