

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH
CP(CAA)NO.5/BB/17**

DATED: MONDAY THE 24TH DAY OF APRIL 2017

**PRESENT: SRI RATAKONDA MURALI, MEMBER JUDICIAL
SRI ASHOK KUMAR MISHRA, MEMBER TECHNICAL**

**IN THE MATTER OF COMPANIES ACT, 2013
SECTIONS 230 and 232 OF THE COMPANIES ACT, 2013
AND**

**IN THE MATTER OF COFFEE DAY ENTERPRISES LIMITED
CP(CAA)NO.5/BB/17**

**1. Coffee Day Enterprises Limited
No.23/2, Coffee Day Square
Vittal Mallya Road,
Bengaluru 560001**

-PETITIONER/TRANSFEREE COMPANY

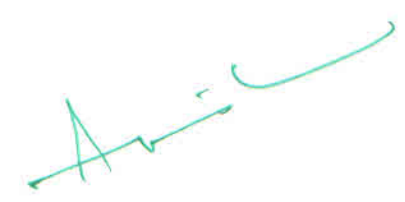
PARTIES PRESENT: Mr. M.G. Nanjappa
Tatva Legal Bangalore, Advocate
4th Floor, Phoenix Pinnacle 46, Ulsoor Road
Bangalore 560042
for the Petitioner

Heard on: 06.04.2017, 18.04.2017

ORDER

This Company Petition filed by Petitioner is coming before us for admission and for fixing a date of hearing of the main Company Petition as well as for a direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to date of hearing of the Petition and calling for the objections, if any, to the Scheme of Amalgamation where under the Coffee Day Overseas Private Limited (Transferor Company) to be merged with the Applicant Company Coffee Day Enterprises Limited (Transferee Company).

From the records, it is seen that the First Motion seeking direction for convening meeting of Shareholders and dispensing with convening of meeting of Secured and Unsecured Creditors was filed before the Hon'ble High Court of Karnataka and was numbered as CA No. 739/16. Consequent upon the Notification No: 1119E dated 7th December, 2016 by Ministry of Corporate Affairs, Government of India the said Company Application was transferred to this Tribunal and renumbered as T.P No. 266/17.

Directions were issued by this Tribunal to convene and hold the Meeting of Shareholders on 10.03.2017 at 12:00 P.M and fixed the venue for the meeting as Mr.S.V.Ranganath was appointed as the chairman for the meeting. Convening of Meeting of Secured and Unsecured Creditors was dispensed with vide order dated 2nd February, 2017 as they had given consent in writing and is shown as **Annexure-J**.

Meeting of shareholders of the Transferee Company was held in accordance with the order passed by this Tribunal. Chairman appointed for the meetings of the Shareholders filed his report.

The Counsel for Petitioner has filed a memo dated 18th April, 2017 stating that the Petitioner Company has issued notices to Regional Director, Securities and Exchange Board of India, National Stock Exchange Limited, Bombay Stock Exchange Limited, Competition Commission of India, Registrar of Companies, Income-Tax Department, Official Liquidator on his own accord, which is incorrect and cannot be taken into account. Under Section 230(5) of Companies Act, 2013 the Tribunal is empowered to issue notices to the Central Government, Registrar of Companies, Income Tax Department, Official Liquidator, Reserve Bank of India, Securities Exchange Board of India, National Stock Exchange of India Limited, Bombay Stock Exchange Limited, Competition Commission of India and to other Sectoral Regulators or Authorities.

In view of the notification of Section 230 to 232 as well as relevant Rules having been framed and notified under which this Tribunal has now been vested with the power to consider in relation to Compromise, Arrangements and Reconstruction which includes the approval of the Scheme of Amalgamation by way of merger as contemplated under Section 230 of the Companies Act, 2013. In terms of provisions of Section 230 to 232 of Companies Act, 2013 read with Rule 16 of the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016 brought into effect on and from 15.12.2016, it is now hereby ordered as follows:

- i. The date of hearing of the Petition filed by the Petitioner for the approval of the Scheme is fixed on 1st June, 2017.
- ii. Notice of the hearing shall be advertised in the newspapers namely, The Hindu-Business Line and Vijaya Vani (Kannada Daily) not less than 10 days before the aforesaid date fixed for hearing.
- iii. In addition to the above public notice, the Petitioners shall serve the notice of the Petition on the following Authorities namely, (a) Regional Director, Ministry

of Corporate Affairs, South-East Region, (b) Registrar of Companies, (c) Income Tax Department, (d) Reserve Bank of India, (e) Securities Exchange Board of India, (f) National Stock Exchange of India Limited, (g) Bombay Stock Exchange Limited, (h) Competition Commission of India and (i) to other Sectoral Regulators or Authorities who may govern the working of the respective companies involved in the scheme at least 30 days before the date fixed for hearing of the above Petition.

- iv. Further, notice shall also be served to Objector(s) or to their representative as contemplated under Sub-Section(4) of Section 230 of the Act who may have made representation and who have desired to be heard in their representation along with a copy of the Petition and the Annexures filed therewith at least 15 days before the date fixed for hearing.
- v. The Petitioners shall file at least 7 days before the date of hearing of the Petition an affidavit of service in relation to paper publication effected as well as service of notices on the Authorities specified above including the Sectoral Regulators or Authorities as well as Objectors, if any.
- vi. Objections, if any, to the Scheme contemplated by the authorities to whom notice has been given on or before the date of hearing fixed herein may be filed, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.
- vii. The next date of hearing of the Petition shall be on 1st June, 2017 for the consideration of the approval of the Scheme of Amalgamation.

24/4/17
(RATAKONDA MURALI)
MEMBER, JUDICIAL

(ASHOK KUMAR MISHRA)
MEMBER, TECHNICAL

DATED THIS THE 24th DAY OF APRIL, 2017