

**IN THE NATIONAL COMPANY LAW TRIBUNAL
"CHANDIGARH BENCH, CHANDIGARH"**

CP(CAA)No.01/Chd/Hry/2018

**Under Sections 230-232
of the Companies Act, 2013**

In the matter of Scheme of Amalgamation between:

Talbros Motors Pvt. Ltd., having its
registered office at 14/1, Mathura Road,
P.O. Amar Nagar,
Faridabad-121003, Haryana
PAN NO. AAAC0126F

...Petitioner Company No. 1-
Transferor Company

And

Talbros International Pvt. Ltd., having its
registered office at 400, Udyog Vihar,
Phase-III, Gurgaon,
Haryana-122016.
PAN NO. AAACO2191D.

...Petitioner Company No. 2-
Transferee Company

Order delivered on : 08.01.2018

Coram: Honble Mr. Justice R.P. Nagrath, Member (Judicial)

For the Petitioners : Mr. Vikas Mohan Gupta, Advocate.

ORDER (Oral)

The First Motion Petition CA (CAA) No. 17/Chd/Hry/2017 was allowed on 15.11.2017 dispensing with holding of meeting of all the stake holders with the observations that while moving the second motion petition, the applicant-companies shall make a specific prayer for sending the notices of hearing to the statutory authorities including the Income Tax Department and other Regulator(s), if any. The prayer made in this petition is for sanction

of the Scheme (Annexure P-11) and for fixing a date of hearing of the main Company Petition as well as for a direction in relation to newspaper publication 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 Composite Scheme of Arrangement by way of amalgamation (hereinafter for brevity referred to as the 'Scheme') contemplated between the Petitioner-Companies.

2. This petition is coming before this Tribunal in terms of provisions of Section 230-232 of the Companies Act, 2013 read with Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 which came into force w.e.f. 15.12.2016 for fixing a date of hearing as well as other consequential directions. The learned counsel for the petitioner-companies also referred to the affidavit of authorised representatives of the petitioners stating therein that apart from the statutory authorities, there is no other Sectoral Regulator in respect of the petitioner-companies.

3. Now it is hereby ordered as follows:-

i) The date of hearing of the Joint Petition filed by the Petitioners for the approval of the Scheme is fixed on 05.03.2018.

ii) Notice of the hearing shall be advertised in the "Business Standard" (English, Delhi/NCR Edition) and "Jansatta" (Hindi, Delhi/NCR Edition) not less than 10 days before the aforesaid date fixed for hearing.

iii) Further, notice shall also be served to Objector(s) or to their representatives 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.

iv) In addition to the above public notice, each of the Petitioner shall serve the notice of the petition on the following Authorities namely, (a) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs (b) Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs (c) the Income Tax Department (d) Official Liquidator along with copy of this petition by speed post immediately and to such other Sectoral Regulator(s) who may govern the working of the respective companies involved in the Scheme.

v) Both the petitioners shall at least 7 days before the date of hearing of the petition, file an affidavit of service in relation to paper publication effected as well as service of notices on the authorities specified above including the sectoral regulator as well as to 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 petitioner companies shall individually comply with proviso to sub-section (3) of section 232 or proviso to sub-section (7) of Section 230, as may be applicable under the circumstances on or before the date fixed for hearing by filing the certificate of company's auditor.

viii) Registry shall also report before the date fixed as to whether any objection has been received to the proposed Scheme in the registry.

6. The next date of hearing of the petition shall be 05.03.2018 for the consideration of the approval of the Scheme of Amalgamation as contemplated between the Petitioner-Companies.

Sd/-
(Justice R.P.Nagrath)
Member (Judicial)

January 08, 2018
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