

**IN THE NATIONAL COMPANY LAW TRIBUNAL
“CHANDIGARH BENCH, CHANDIGARH”**

CP (CAA) No.02/Chd/HP/2018

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

In the matter of Scheme of Amalgamation:

Indica Foods Pvt. Ltd. and others.

....Petitioners.

Present: Mr. Rajeev K.Goel, Advocate.

The First Motion Petition CA (CAA) No.23/Chd/HP/2017 was allowed on 21.12.2017 dispensing with holding of meetings of the equity shareholders of Transferor Company No.1 & 2 and of the Transferee Company; preference shareholders of Transferor Company No.2; unsecured creditors of the Transferor Company No.1 and 2 and it was also observed that there are no secured creditors in the petitioner companies and the Transferee Company does not have any unsecured creditors 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 Central Government, Registrar of Companies, Official Liquidator, Income Tax Department and other Regulator(s), if any. Copy of the order is at Annexure P-9.

2. The prayer made in this petition is for sanction of the Scheme (Annexure P-1) 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 by the Petitioner- Companies.

3. This petition is coming up 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 para 26 of the petition stating therein that apart from the statutory authorities, there is no other Sectoral Regulator in respect of the petitioner-companies.

4. 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 19.03.2018.
- ii) Notice of the hearing shall be advertised in the "Business Standard" (English, Chandigarh Edition) and "Business Standard" (Hindi, Chandigarh 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) All the petitioner companies shall at least 7 days before the date of hearing of the petition, file an affidavit of service effected by way of publication 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) Registry shall also report before the date fixed as to whether any objection has been received to the proposed Scheme in the registry.

5. The next date of hearing of the petition shall be 19.03.2018 for the consideration of the approval of the Scheme of Amalgamation as contemplated by the Petitioner-Companies.

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

January 19, 2018
Ashwani