

NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH  
CHENNAI

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ATTENDANCE CUM ORDER SHEET OF THE HEARING OF CHENNAI BENCH, CHENNAI  
NATIONAL COMPANY LAW TRIBUNAL, HELD ON 02/08/2017 AT 10.30 AM

PRESENT: SHRI Ch. MOHD SHARIEF TARIQ, MEMBER-JUDICIAL  
SHRI S. VIJAYARAGHAVAN, MEMBER-TECHNICAL

APPLICATION NUMBER :  
PETITION NUMBER : CP 1118/CAA/2017  
NAME OF THE PETITIONER(S) : ATHIROS COMMUNICATIONS INDIA PVT LTD & 3 ORS.  
NAME OF THE RESPONDENT(S) : TRANSFERRE COMPANY AT DELHI  
UNDER SECTION : 230

S.No.	NAME (IN CAPITAL)	DESIGNATION	SIGNATURE
REPRESENTATION BY WHOM			

1. Dominic S David  
P. Giridharan

Petitioner



IN THE NATIONAL COMPANY LAW TRIBUNAL,  
DIVISION BENCH, CHENNAI

**CA/118/CAA/2017**

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

In the matter of Scheme of Amalgamation  
between

**M/s. Atheros Communications India Private Ltd. (1<sup>st</sup>  
Transferor Company)**

**And**

**CSR India Private Limited ( 2<sup>nd</sup> Transferor Company)**

**And**

**CSR Technology (India) Private Limited( 3<sup>rd</sup> Transferor  
Company)**

**And**

**IKANOS Communications (India) Private Limited(4<sup>th</sup>  
Transferor Company)**

**With**

**M/s. Qualcomm India Private Limited (Transferee company)**

Order passed on 2<sup>nd</sup> of August, 2017

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CH. MOHD SHARIEF TARIQ, MEMBER (JUDICIAL)  
S.VIJAYARAGHAVAN, MEMBER (TECHNICAL)

For Applicant(s) : Mr. Dominic S. David and P. Giridharan, Advocates

**ORDER**

Per : CH. MOHD SHARIEF TARIQ, MEMBER (JUDICIAL)

1. Under consideration is CP/118/CAA/2017. It is on record that Hon'ble High Court of Madras, vide its Order dated 11.08.2016 passed in Company Application 632/2016, has


dispensed with the convening, conducting and holding of the meeting of the equity shareholders, and also that since there is no secured creditors in the 1<sup>st</sup> Transferor company, ordered to present the Petition. In the meantime, the matter has been transferred to this Bench and now the Petition has been filed for sanction of the Scheme of the Amalgamation.

2. After hearing the Counsel for the Petitioner and perusal of record, we are inclined to direct the Registry to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC and Income Tax Authorities. Since it is unlisted company, there is no requirement to issue notice to RBI, SEBI, BSE, NSE, CCI or other sectoral regulators. The authorities shall within the period of 30 days from the date of the receipt of the notice, may make representation to this Bench. The copy of such representation shall simultaneously be sent to the 1<sup>st</sup> Transferor company and in case no representation is received within the stipulated period of 30 days by this Bench, it shall be presumed that the authorities have no representation to make on the proposed Schemed of Amalgamation. We direct the 1<sup>st</sup> Transferor company to send private notice to the said regulators and file proof of sending the notices and publication of notices in the newspapers with an affidavit.

3. We also direct the Registry to issue notice to the Official Liquidator in respect of 1<sup>st</sup> Transferor company. The Official Liquidator shall appoint Chartered Accountant on his own for the purpose of preparation of the report which shall be submitted to this Bench within four weeks from the date the copy of this order is received.

4. The publication of notice shall be made in the newspapers one in English "Business Standard" (Tamilnadu Edition) and another in vernacular language "Dina Malar" (Tamilnadu Edition) having wide circulation in the State of Tamilnadu, having not less than 30 days before the next date of hearing. The 1<sup>st</sup> Transferor company is directed to display the notice on the notice board at its registered office and the Registry is also directed to display the notice on the board of this Tribunal. Put up on 20.09.2017 at. 10.30. A.M.

  
**(S.VIJAYARAGHAVAN)**  
MEMBER (TECHNICAL)  
PAM

  
**(CH. MOHD. SHARIEF TARIQ)**  
MEMBER (JUDICIAL)