

**IN THE NATIONAL COMPANY LAW TRIBUNAL
SINGLE BENCH, CHENNAI**

CA No.186 & 187/CAA/2017

In the matter of Scheme of Amalgamation

M/s. N-Dairy Farm Private Limited
(Transferor Company)

with

M/s Raffles-Stamford Press (India) Private Limited
(Transferee Company)

And

Their Respective Shareholders and Creditors

Order delivered on 27.10.2017

For the Petitioner: Shri R Vidhya Shankar, Senior Advocate
Shri R Ashok Kumar, Advocate

**Per: K. ANANTHA PADMANABHA SWAMY,
MEMBER (JUDICIAL)**

ORDER

Under consideration are Company Application Nos. CA/186//CAA/2017 and CA/187/CAA/2017 filed by the Applicant Company, **M/s N-Dairy Farm Private Limited** (Transferor Company), and **M/s Raffles-Stamford Press (India) Private Limited** (Transferee Company) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Applicant companies through the applications have prayed for seeking directions for:

- a) dispensing with the convening and holding of the meeting of the Equity shareholders of the Transferor company

- b) dispensing with the convening and holding of the meeting of Secured Creditor of the Transferor Company
- c) dispensing with the convening and holding of the meeting of the Equity shareholders of the Transferee Company

M/s. N-Dairy Farm Private Limited (Transferor Company)

1. There are eight Equity Shareholders in the Transferor Company whose particulars are placed at pages 138 in the typed set, certified by the Authorised Signatory of the Transferor Company, and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 139 to 162 in the typed set.

Since all the requirements under law have been fulfilled, therefore, holding of the meeting of the Equity shareholders of the Transferor Company is dispensed with.

2. There is one Secured Creditor of the Transferor Company whose particulars are placed at page 163 in the typed set, certified by M/s Swamy & Swamy, Chartered Accountants, and they have given their consent to the said scheme of amalgamation by way of consent affidavit, placed at pages 164 & 165 in the typed set.

Since all the requirements under law have been fulfilled, therefore, holding of the meeting of the Secured Creditor of the Transferor Company is dispensed with.

3. There is no Unsecured Creditor in the Transferor Company and the same has been certified by M/s Swamy & Swamy, Chartered Accountants, at page 166 in the typed set.

4. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private company, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

5. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company within four weeks from the date of receipt of this order.

M/s Raffles-Stamford Press (India) Private Limited (Transferee Company)

1. There are two Equity shareholders in the Transferee Company whose particulars are placed at page 121 in the typed set, certified by the Authorised Signatory of the Transferee Company and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Page 122 to 127 in the typed set.

Since all the requirements under law have been fulfilled, therefore, holding of the meeting of the Equity shareholders of the Transferee Company is dispensed with.

2. There are nil Secured Creditors and Unsecured Creditors in the Transferee Company and the same is certified by M/s Swamy & Swamy, Chartered Accountants, at page 128 & 129 in the typed set.

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MEMBER (JUDICIAL)**

ORDER

Under consideration are Company Application Nos. CA/186//CAA/2017 and CA/187/CAA/2017 filed by the Applicant Company, **M/s N-Dairy Farm Private Limited** (Transferor Company), and **M/s Raffles-Stamford Press (India) Private Limited** (Transferee Company) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Applicant companies through the applications have prayed for seeking directions for:

- a) dispensing with the convening and holding of the meeting of the Equity shareholders of the Transferor company and Transferee Company

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private company, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Transferor and Transferee Companies are directed to make separate publication of notices in newspapers one in English and the other in vernacular language, preferably in New Indian Express (Tamil Nadu Edition), and Dinamani (Tamil Nadu Edition) having wider circulation in the State of Tamil Nadu, not less than 30 days before the next date of hearing of the petition. The Applicant Companies are directed to place the notice on their website, if any, and also place the same on the notice board at the registered office of the company. The Applicant Companies are also directed to send private notice to the authorities by way of speed post and file the proof of sending and effecting service of notice along with the paper publication by way of an affidavit before the next date of hearing. The Registry is also directed to display the notice on the notice board of the NCLT, Chennai.

5. The petition shall be presented on or before 06.12.2017.


(K.Anantha Padmanabha Swamy)
Member (Judicial)

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