

181

**NATIONAL COMPANY LAW TRIBUNAL
DIVISIONAL BENCH
CHENNAI**

**ATTENDANCE CUM ORDER SHEET OF THE HEARING OF CHENNAI BENCH, CHENNAI
NATIONAL COMPANY LAW TRIBUNAL, HELD ON 26/04/2017 AT 10.30 AM**

**PRESENT: SHRI. K. ANANTHA PADMANABHA SWAMY, MEMBER – JUDICIAL
SHRI CH. MOHD SHARIEF TARIQ, MEMBER - JUDICIAL**

**APPLICATION NUMBER :
PETITION NUMBER : TP (HC)/54,55/CAA/2017
NAME OF THE TRANSFEROR : BOVIAN HEALTH CARE PVT LTD
NAME OF THE TRANSFERRE : GLOBION INDIA PVT LTD
UNDER SECTION : 230**

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

S. P. murali kushnan

Counsel for Petitioner

S. P. murali kushnan

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH, CHENNAI

Arguments heard on 26.04.2017
Orders passed on 26.04.2017

TP (HC) /54/CAA/2017
and
TP (HC) /55/CAA/2017

(Under Sections 391 to 394 of the Companies Act, 1956 and the corresponding
Sections 230 to 232 of the Companies Act, 2013)

And

In the matter of Scheme of Amalgamation

of

M/s. Bovian Health Care Private Limited (Transferor company)

With

M/s. Gobion India Private Limited (Resulting company)

And

Their Respective Shareholders and creditors.

Petitioners are represented by : Counsel Mr. S.P. Murali Krishnan

CORAM

ANANTHA PADMANABHA SWAMY & CH MOHD SHARIEF TARIQ, MEMBERS (JUDICIAL)

ORDER

CH MOHD SHARIEF TARIQ, MEMBER(JUDICIAL) :- (ORAL)

1. Under consideration are two Petitions which were filed before Hon'ble High Court of Madras and transferred to this Bench and renumbered as TP (HC) /54/CAA/2017 and TP (HC) /55/CAA/2017 respectively, pertaining to the proposed Scheme of Amalgamation. The transferor company is M/s. Bovian Health Care Private Limited

and the resulting company is M/s. Gobion India Private Limited. The Registered Office of both the transferor company and the resulting company are situated at 5th Floor, Jaya Enclave, 1057, Avinashi Road, Coimbatore – 641 018. The prayers made in both the Petitions pertain to one Scheme of Amalgamation. Therefore, we take both the Petitions together and pass a common order.

TP(HC)/54/CAA/2017

2. This Petition has been filed by the transferor company viz. M/s. Bovian Health Care Private Limited. It is on record that the Hon'ble High Court of Madras, vide its Order dated 14.11.2016, has been pleased to dispense with the convening of the meeting of the equity shareholders, preference shareholders and unsecured creditors by allowing the Company Application Nos: 1036 to 1038/2016.

3. After perusal of the Petition and the Scheme of Amalgamation annexed thereto, we are inclined to direct the Registry to issue notice to the statutory authorities. Accordingly, the Registry is directed to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC and Income Tax Authorities. Since the transferor company is a private limited company, there is no requirement to issue notice to the Reserve Bank of India, SEBI, BSE, NSE and CCI. The

authorities shall within the period of 30 days from the date of receipt of the notice, may make representation to this Bench. The copy of such representation shall simultaneously be sent to the transferor company and in case no representation is received within the stipulated period, it shall be presumed that the authorities have no representation to make on the proposed Schemed of Amalgamation.

4. We direct the transferor company to issue private notice to the authorities concerned and publication of the notice in the newspapers one in English “Business Standard” (All India Edition) and another in vernacular language “Malai Malar” (Tamilnadu Edition) having wider circulation in the State of Tamilnadu, not less than 30 days before the next date fixed for hearing. The transferor company is directed to upload the notice on its website and display the same on the notice board at its Registered Office and the Registry is also directed to display the notice on the board of this Bench.

5. We also direct the Registry to issue notice to the Official Liquidator in respect of 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.

TP(HC)/55/CAA/2017

6. The Petition has been filed by the resulting company viz. M/s. Gobion India Private Limited, with regard to which, the Hon'ble High Court of Madras vide its Order dated 14.11.2016 has been pleased to dispense with the convening of the meeting of the equity shareholders, secured and unsecured creditors by allowing the Company Application Nos: 1042 to 1044/2016.

7. After perusal of the Petition and the Scheme of Amalgamation annexed thereto, we are inclined to direct the Registry to issue notice to the statutory authorities. Accordingly, the Registry is directed to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC and Income Tax Authorities. Since the resulting company is a private limited company, there is no requirement to issue notice to the Reserve Bank of India, SEBI, BSE, NSE and CCI. The authorities shall within the period of 30 days from the date of receipt of the notice, may make representation to this Bench. The copy of such representation shall simultaneously be sent to the resulting company and in case no representation is received within the

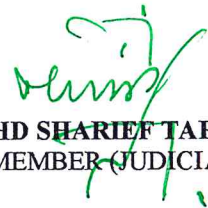
stipulated period, it shall be presumed that the authorities have no representation to make on the proposed Schemed of Amalgamation.

8. We direct the resulting company to issue private notice to the authorities concerned and publication of the notice in the newspapers one in English “Business Standard” (All India Edition) and another in vernacular language “Malai Malar” (Tamilnadu Edition) having wider circulation in the State of Tamilnadu, not less than 30 days before the next date fixed for hearing. The resulting company is directed to upload the notice on its website and display the same on the notice board at its Registered Office and the Registry is also directed to display the notice on the board of this Bench.

9. The next date of hearing is 19.6.2017 at 10.30 A.M.



ANANTHA PADMANABHA SWAMY
MEMBER (JUDICIAL)



CH. MOHD SHARIEF TARIQ
MEMBER (JUDICIAL)