

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH, CHENNAI

Arguments heard on 24.04.2017

Order passed on 24.04.2017

CA/50/CAA/2017

(Under sections 230 to 232 of Companies Act, 2013
and other applicable provisions of the Companies Act

In the matter of Scheme of Arrangement of Demerger

Between

M/s.Kasturi & Sons Limited (Demerged company)

and

M/s.THG Publishing Private Limited (Resulting company)

Applicant company rep. by : Counsel Mr.Pawan Jhabakh
for Sr. Counsel Mr.Harishankar Mani

CORAM

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

ORDER

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

1. Under consideration is CA/50/CAA/2017 that has been filed under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 by the demerged company M/s.Kasturi & Sons Limited. The prayers put forth by the applicant company are for seeking directions for convening, holding and conducting of a meeting of equity shareholders; fixing of a date for presentation of the company petition; directions for convening, holding and

conducting of the meeting of secured and unsecured creditors; and for serving notices on the statutory authorities.

2. There are 46 equity shareholders. We direct convening, holding and conducting of the meeting of equity shareholders on 23rd June 2017 at 11.30 a.m., at the Registered Office of the Applicant company (Demerged).

3. There are 4 secured creditors in the applicant company. We order for convening, holding and conducting of the meeting of secured creditors on 23rd June 2017 at 3.00 p.m. at the Registered Office of the Applicant company (Demerged).

4. There are 7000 unsecured creditors in the applicant company. We order for convening, holding and conducting of the meeting of unsecured creditors on 23rd June 2017 at 4.30 p.m. at the Registered Office of the Applicant company (Demerged).

5. We appoint Mr.N.Ram (Director of the demerged company) as Chairman for all the three meetings. We fix the quorum for meeting of the equity shareholders as Thirty. In case the quorum is not there at the designated time, when the meeting is called, then, the meeting shall be adjourned by half an hour, and thereafter, the persons present for voting shall be deemed to constitute the quorum.

6. We fix the quorum for meeting of the secured creditors as three. In case the quorum is not there at the designated time, when the meeting is called, then, the meeting shall be adjourned by half an hour, and thereafter, the persons present for voting shall be deemed to constitute the quorum.

7. We fix the quorum for meeting of the secured creditors as 2,000. In case the quorum is not there at the designated time, when the meeting is called, then, the meeting shall be adjourned by half an hour, and thereafter, the persons present for voting shall be deemed to constitute the quorum.

8. The notices in respect of the above meetings shall be issued at least not less than 30 days prior to the date fixed for meetings. The service of notice shall be effected by speed post/through electronic means, provided the e-mail address of the members/creditors available with the applicant company (Demerged).

9. The applicant company is also directed to make available the facility for voting by making appropriate arrangements. The information about such arrangements shall be given to the participants well before the date fixed for the meeting. The persons who received the notices of meetings may vote in the meetings either

in person or through proxy or through postal ballot or through electronic means to the adoption of the scheme. The Chairman shall ensure that the proceedings of the meeting may take place in a just, free and fair manner, and after one week of the meetings, the Chairman shall file reports before this Bench. In relation to the voting through electronic means, Rule 20 of the Companies (Management and Administrative) Rules, 2014 shall be followed.

10. We direct the Registry ^{to} issue notice to the Regional Director, MCA, ROC concerned and Income Tax Authorities. Notice to the Registrar of Newspapers for India shall also be sent, as the applicant company falls under the preview of media sector. In case the authorities concerned are desirous of making any representation, they may do so within 30 days from the date of receipt of the notice and if no representation is received within the said period, it shall be presumed that they have no representations to make. Since the company is not listed, there is no requirement to issue notice to RBI, SEBI and CCI.

11. The Applicant company is directed to publish notices in leading newspapers one in English 'The Hindu' (All India edition) and another in vernacular language 'The Hindu - Tamil' (Tamilnadu edition) having wider circulation in the State of Tamilnadu, having

not less than 30 days before the date fixed for the meetings. The applicant company is directed to issue private notices to the above mentioned authorities as per the procedures prescribed, and file proof of sending and effecting notices thereon, along with copies of newspaper publication through an affidavit. The applicant company is directed to upload the notice on its website and exhibit on the notice board at its Registered Office.

12. The applicant company (Demerged) is directed to present the petition after a week's time of filing the reports by the Chairman of the meetings.


(K.ANANTHA PADMANABHA SWAMY)
(MEMBER (JUDICIAL))


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