

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH
COMPANY SCHEME PETITION NO. 558 OF 2017
CONNECTED WITH
TRANSFER COMPANY APPLICATION NO. 49 OF 2017**

In the matter of the Companies Act, 2013 or
any re-enactment thereof;

And

In the matter of Petition under Sections 230-
232 of the Companies Act, 2013 or any re-
enactment thereof;

And

In the matter of Morgan Stanley India
Capital Private Limited [CIN:
U65990MH1996PTC100190], a company
incorporated under the Companies Act, 1956
having its registered office at 18F, Tower 2,
One Indiabulls Centre, 841, Senapati Bapat
Marg, Mumbai 400013;

And

In the matter of Scheme of Amalgamation
amongst Morgan Stanley India Capital
Private Limited and Morgan Stanley India
Securities Private Limited and their
respective shareholders and creditors.

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|--|---|-----------------------|
| Morgan Stanley India Capital Private Limited |) | |
| [CIN: U65990MH1996PTC100190], | a |) |
| company incorporated under the Companies |) | |
| Act, 1956 having its registered office at 18F, |) | |
| Tower 2, One Indiabulls Centre, 841, Senapati |) | |
| Bapat Marg, Mumbai 400013 |) | ...Petitioner Company |

Called for Admission

Mr. Tapan Deshpande with Ms. Priya Patwa, Advocates of Cyril Amarchand Mangaldas, Advocates for the Petitioner Company.

Coram: B.S.V. Prakash Kumar, Member (Judicial)

V. Nallasenapathy, Member (Technical)

Date: 5th July, 2017

MINUTES OF ORDER

1. Petition admitted.
2. Petition fixed for hearing on 9th August, 2017.
3. Learned Advocate for the Petitioner Company states that pursuant to order dated 5th March, 2017 passed in the Transfer Company Application No. 49 of 2017, annexed as Exhibit "J" to the Petition, the meeting of the equity shareholders of the Petitioner Company was convened on Monday, the 5th day of June, 2017 at 12:30 p.m. at 18F, Tower 2, One Indiabulls Centre, 841, Senapati Bapat Marg, Mumbai 400013, to seek their approval to the Scheme of Amalgamation amongst Morgan Stanley India Capital Private Limited and Morgan Stanley India Securities Private Limited and their respective shareholders and creditors (hereinafter referred to as "**Scheme**"). In the said meeting, the Scheme was unanimously approved by the equity shareholders of the Petitioner Company. The Chairman of the meeting submitted his report recording the voting results on 8th June, 2017, annexed as Exhibit "K" to the Petition.
4. Learned Advocate for the Petitioner Company further submits that, as directed by this Tribunal vide the said order, notices of the date of the meeting have been served on (i) Central Government through the Regional

Director, Western Region; (ii) Registrar of Companies; (iii) Official Liquidator, High Court of Bombay, and (iv) the concerned Income Tax Authority.

5. At least 10 clear days before the hearing of the Petition, the Petitioner Company to publish notice of the date of hearing of the Petition in 2 local newspapers, in Free Press Journal (Mumbai edition) in English language and in Navshakti (Mumbai edition) in Marathi language, as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
6. The Petitioner Company to file affidavit confirming publication of the advertisement 3 days before the next date of hearing.

Sd/-
V. Nallasenapathy
Member (Technical)

Sd/-
B.S.V. Prakash Kumar
Member (Judicial)