

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT MUMBAI
COMPANY SCHEME PETITION NO. 305 OF 2017
CONNECTED WITH
COMPANY SCHEME APPLICATION NO. 33 OF 2017**

In the matter of Companies Act,
2013
And
In the matter of Sections 230 to 232
of the Companies Act, 2013
And
In the matter of the Scheme of
Amalgamation
Of
Rathi Brothers Delhi Limited
(Transferor Company 1)
And
Rathi Brothers Madras Limited
(Transferor Company 2)
And
Rathi Brothers Calcutta Limited
(Transferor Company 3)
And
Rathi Brothers Poona Limited
(Transferor Company 4)
Into
RabroSpeciality Chemicals Private
Limited (Transferee Company)
And
Their respective Shareholders

Rathi Brothers Poona Limited,)
a Company incorporated under the)
provisions of the Companies Act,)
1956, having its registered office)
situated at 162, Wellesley Road,) **..... Petitioner Company**
Pune – 411 001

Called for Admission of Petition

Mr. Kunal Mehtai/b Crawford Bayley & Co., Advocates for Petitioner Company.

CORAM: B.S.V. Prakash Kumar, Member (J) and Shri V. Nallasenapathy, Member (T)

DATE: July 05, 2017

MINUTES OF THE ORDER

1. Petition Admitted.
2. Petition is fixed for hearing and final disposal on August 16, 2017.

3. Learned Counsel for the Petitioner submits that in pursuance of Order of this Hon'ble Tribunal dated February 15, 2017 passed in Company Scheme Application No. 33 of 2017, the meeting of the Equity Shareholders of the Petitioner Company was directed to be convened on March 23, 2017 which was duly held and convened and the Scheme of Amalgamation of Rathi Brothers Delhi Limited and Rathi Brothers Madras Limited and Rathi Brothers Calcutta Limited and Rathi Brothers Poona Limited into Rabro Speciality Chemicals Private Limited was approved unanimously representing 100% in number and 100% value as mentioned in the Chairman's Report annexed as Exhibit "D" to the Company Scheme Petition. There were no Secured and Unsecured Creditors in the Petitioner Company. Hence, the holding and convening of the meeting of Secured and Unsecured Creditors did not arise.
4. Learned Counsel for the Petitioner further submits that the Company Scheme Petition is filed in consonance with Sections 230 to 232 of the Companies Act, 2013 and Sections 391 to 394 of the Companies Act, 1956 along with the Order passed in Company Scheme Application by this Hon'ble Tribunal.
5. At least 30 clear days before the date fixed for hearing, Petitioner to serve the notice of hearing of Petition upon the Central Government through the Regional Director, Western Region, Ministry of Corporate Affairs, Everest Building, 100 Marine Lines, Mumbai, Maharashtra pursuant to Section 230 (5) of the Companies Act, 2013. If no response is received by the concerned Tribunal from the Regional Director within 30 days, it may be presumed that Regional Director and/or Central Government has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.
6. At least 30 clear days before the date fixed for hearing, Petitioner to serve the notice of hearing of Petition on the Registrar of Companies, Pune, Maharashtra. If no response is received by the concerned Tribunal from the Registrar of Companies within 30 days, it may be presumed that Registrar of Companies has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.
7. At least 30 clear days before the date fixed for hearing, Petitioner to serve the notice of hearing of Petition on the concerned Income Tax Authority within whose jurisdiction the Petitioner Company's assessment are made. If no response is received by the concerned Tribunal from the Income Tax Authority within 30 days, it may be presumed that Income Tax Authority has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.
8. At least 30 days before the date fixed for hearing, Petitioner to serve the notice of hearing of Petition upon the Official Liquidator, Bombay High Court. If no response is received by the concerned Tribunal by the Official Liquidator, Bombay High Court within 30 days, it may be presumed that Income Tax

Authority has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.

9. At least 10 clear days before the date fixed for hearing, Petitioner Company to publish the notice of hearing of Petition in two local newspapers viz., "Indian Express" in English language and translation thereof in "Loksatta" in Marathi Language, both circulated in Pune, as per Rule 16 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.
10. Publication of the notice of hearing of the Petition in the Maharashtra Government Gazette is dispensed with.
11. Petitioner to file in the Registry an Affidavit of Service before 7 days from the date of final hearing of the petition

Sd/-

V. Nallasenapathy, Member (T)

Sd/-

B.S.V. Prakash Kumar, Member (J)