

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH**

CSP NO 880 OF 2017

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 to Section 232 of the  
Companies Act, 2013 and other applicable provisions of  
the Companies Act, 2013

AND

In the matter of Scheme of Arrangement between  
Sapphire Foods India Private Limited ('Transferee  
Company and Resulting Company') and Sapphire  
Hospitality And Recreation Private Limited ('Transferor  
1 Company') and Hansazone Private Limited ('Transferor  
2 Company') and Pizzeria Fast Foods Restaurants  
(Madras) Private Limited ('Transferor 3 Company') and  
KFCH Restaurants Private Limited ('Demerged  
Company') and their respective shareholders

**SAPPHIRE FOODS INDIA PRIVATE )**

**LIMITED, a company incorporated under the )**

**provisions of the Companies Act, 1956 and )**

**having its registered office at - 131, 13th Floor )**

**Free Press House Building, 215 Nariman Point )**

**Mumbai – 400021, Maharashtra, India. )**

**)...Petitioner Company**

Order delivered on 5<sup>th</sup> day of October , 2017

Coram:

Hon'ble B.S.V. Prakash Kumar, Member (Judicial)

Hon'ble V. Nallasenapathy, Member (Technical)

For the Petitioner(s): Hemant Sethi i/b. Hemant Sethi & Co., Advocates for Petitioners

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

**Order**

1. Petition Admitted.
2. Petition fixed for hearing and final disposal on 2<sup>nd</sup> Day of November, 2017.
3. Learned Counsel for the Petitioner states that in pursuance of the directions contained in Order dated 28<sup>th</sup> June, 2017 passed by this Tribunal, Mumbai Bench in the Company Scheme Application No. 699 of 2017 the meeting of Equity Shareholders was held on Monday, on 28<sup>th</sup> August, 2017 and the requisite quorum was present and the Scheme was approved unanimously by the Equity Shareholders without modifications. The chairman appointed for the meeting has filed his report which is annexed to the Petition as Exhibit G.
4. The Counsel for the Petitioner further submits as per the directions contained in Order dated 28<sup>th</sup> June, 2017 passed by this Tribunal, Mumbai Bench in the Company Scheme Application No. 699 of 2017 and in compliance with the relevant provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Petitioner Company submits that 30 days' notices were duly served upon (i) concerned Income Tax Authority within whose jurisdiction the Petitioner Company's assessments are made, (ii) the Central Government through the office of Regional Director, Western Region, Mumbai (iii) Reserve Bank of India and (iv) to the Registrar of Companies on 26<sup>th</sup> July, 2017..

5. The Learned Counsel for the Petitioner Company further submits that the Petition is filed in consonance with Section 230 to 232 of the Companies Act, 2013 along with the Order passed in Company Scheme Application No. 699 of 2017 by the National Company Law Tribunal, Mumbai Bench.
6. At least 10 days before the date fixed for hearing First Petitioner Company, Second Applicant Company and Third Applicant Company shall jointly publish the notice of hearing of Petition in two local newspapers viz. "Free Press Journal", in English language and translation thereof in "Navashakti", in Marathi language, both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
7. The Petitioner Company to file an affidavit of service regarding the directions given by the Tribunal three days before the date fixed for final hearing and do report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

Sd/-

**V .Nallasenapathy, Member (T)**

Sd/-

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