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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

CSP NO 913 OF 2017
IN
CSA NO 643 OF 2017
In the matter of the Companies Act, 2013;

And

In the matter of Scheme of Arrangement of TJ Stock Broking Services Private Limited ("The Demerged Company/Transferor Company 1") and Trimbhak Investment & Finance Services Private Limited ("The Resulting Company") and Mc Jain Infoservices Private Limited ("The Transferor Company 2") and Rajtaru Commex Services Private Limited ("The Transferee Company") and their respective shareholders and creditors

And

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

TJ STOCK BROKING SERVICES PRIVATE LIMITED, a company incorporated under the provisions of Companies Act, 1956 having its registered address at 2nd Floor, Rajabahadur Mansion, Homi Modi X Lane No 2, Fort, Mumbai – 400023. CIN:- U67120MH1996PTC101269))) ...First Petitioner Company

MC JAIN INFOSERVICES PRIVATE LIMITED, a company incorporated under the provisions of Companies Act, 1956 having its registered address at 803, Unique Tower, Off S. V. Road, Goregaon (West), Mumbai Maharashtra - 400062 India. CIN:- U72200MH2000PTC125141))) ...Second Petitioner Company

RAJTARU COMMEX SERVICES PRIVATE LIMITED, a company incorporated under the provisions of Companies Act, 1956 having its registered address at 803, Unique Tower, Caiwadi Street, Off S. V. Road, Goregaon (West), Mumbai Maharashtra - 400062. CIN:- U51909MH2003PTC142723))) ...Third Petitioner Company

Coram:

Hon'ble B.S.V. Prakash Kumar, Member (J)
Hon'ble V .Nallasenapathy, Member (T)

For the Petitioner(s): Mr. Hemant Sethi i/b Hemant Sethi & Co

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

1. Petition admitted.
2. Petition fixed for hearing on 1st November, 2017.
3. Learned Advocate for the First Petitioner Company states that in pursuance of the directions contained in Order dated 28th June, 2017 passed by this Tribunal in the Company Scheme Application No. 643 of 2017, the meeting of Equity Shareholders of the First Petitioner Company was convened and held at 803, Unique Tower, Caiwadi Street, Off S. V. Road, Goregaon (West), Mumbai Maharashtra - 400062 on Monday, 14th August, 2017 at 10:00 A.M. and the requisite quorum was present and the Scheme was approved with the requisite majority by the Equity Shareholders without modifications. The Chairman appointed for the meeting has filed his affidavit verifying his report dated 29th July, 2017 which is annexed as Exhibit 'L1' to the petition.
4. Learned Advocate for the Second Petitioner Company states that in pursuance of the directions contained in Order dated 28th June, 2017 passed by this Tribunal in the Company Scheme Application No. 643 of 2017, the meeting of Equity Shareholders of the Second Petitioner Company was convened and held at 803, Unique Tower, Caiwadi Street, Off S. V. Road, Goregaon (West), Mumbai Maharashtra - 400062 India on Monday, 14th August, 2017 at 11:00 A.M. and the requisite quorum was present and the Scheme was approved with the requisite majority by the Equity Shareholders without modifications. The Chairman appointed for the meeting has filed his affidavit verifying his report dated 29th July, 2017 which is annexed as Exhibit 'L2' to the petition.
5. Learned Advocate for the Second Petitioner Company states that in pursuance of the directions contained in Order dated 28th June, 2017 passed by this Tribunal in the Company Scheme Application No. 643 of 2017, the meeting of Preference Shareholders of the Second Petitioner Company was convened and held at 803, Unique Tower, Caiwadi Street, Off S. V. Road, Goregaon (West), Mumbai Maharashtra - 400062 India on Monday, 14th August, 2017 at 12:00 P.M. and the requisite quorum was present and the Scheme was

approved with the requisite majority by the Preference Shareholders without modifications.

The Chairman appointed for the meeting has filed his affidavit verifying his report dated 29th July, 2017 which is annexed as Exhibit 'L3' to the petition.

6. Learned Advocate for the Third Petitioner Company states that in pursuance of the directions contained in Order dated 28th June, 2017 passed by this Tribunal in the Company Scheme Application No. 643 of 2017, the meeting of Equity Shareholders of the Third Petitioner Company was convened and held at 803, Unique Tower, Caiwadi Street, Off S. V. Road, Goregaon (West), Mumbai Maharashtra - 400062 India on Monday, 14th August, 2017 at 1:00 P.M. and the requisite quorum was present and the Scheme was approved with the requisite majority by the Equity Shareholders without modifications. The Chairman appointed for the meeting has filed his affidavit verifying his report dated 29th July, 2017 which is annexed as Exhibit 'L4' to the petition.
7. The Counsel for the First Petitioner Company further submits that as directed by this Tribunal, notices have been served upon all the Regulatory Authorities namely, concerned Income Tax Authorities, Central Government through Regional Director, Registrar of Companies Mumbai, BSE Limited, Securities & Exchange Board of India and Official Liquidator. No representation is received by the First Petitioner Company from any Regulatory Authority. The requisite information called for by the office of Regional Director has already been submitted by the First Petitioner Company and no further information has been sought for.
8. The Counsel for the Second Petitioner Company further submits that as directed by this Tribunal, notices have been served upon all the Regulatory Authorities namely, concerned Income Tax Authorities, Central Government through Regional Director, Registrar of Companies Mumbai and Official Liquidator. No representation is received by the Second Petitioner Company from any Regulatory Authority. The requisite information called for by the office of Regional Director has already been submitted by the Second Petitioner Company and no further information has been sought for.
9. The Counsel for the Third Petitioner Company further submits that as directed by this Tribunal, notices have been served upon all the Regulatory Authorities namely, concerned Income Tax Authorities, Central Government through Regional Director and Registrar of Companies Mumbai. No representation is received by the Third Petitioner Company from

any Regulatory Authority. The requisite information called for by the office of Regional Director has already been submitted by the Third Petitioner Company and no further information has been sought for.

10. 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.
11. The First Petitioner Company, Second Applicant Company and Third Applicant 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)