

NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH, MUMBAI

14

C.S.P. No.552/(MAH)/2017  
MA 260/2017

CORAM:

Present:

SHRI B.S.V. PRAKASH KUMAR  
MEMBER (J)

SHRI V. NALLASENAPATHY  
MEMBER (T)

ATTENDENCE-CUM-ORDER SHEET OF THE HEARING OF MUMBAI BENCH OF THE  
NATIONAL COMPANY LAW TRIBUNAL ON 06.09.2017

NAME OF THE PARTIES: HB Advisory Services Pvt.Ltd.

SECTION OF THE COMPANIES ACT: 391 to 394 of the Companies Act 1956  
and 230 to 232 of the Companies Act, 2013.

| S. No. | NAME | DESIGNATION | SIGNATURE |
|--------|------|-------------|-----------|
|--------|------|-------------|-----------|

|  |                   |            |  |
|--|-------------------|------------|--|
|  | 1. Hemant M. Bhat | Petitioner |  |
|--|-------------------|------------|--|



ORDER

MA 257/2017 in CSP 554/230-232/NCLT/MB/MAH/2017

MA 260/2017 in CSP 552/230-232/NCLT/MB/MAH/2017

On the applications Nos.257 and 260 moved by the Petitioner Counsel, the Clause  
No.12.4 of the Scheme of Amalgamation is hereby modified as below:

"The difference between the amount recorded as share capital issued by the  
Transferee Company and the amount of share capital of the Transferor Company  
shall be credited to the General reserves. The difference between the carrying amount  
in the books of the Transferor Company of its investment in the Equity Share Capital  
of the Transferee Company which shall stand cancelled consequent to this Scheme  
and the aggregated face value of such Equity Share Capital shall, subject to the other  
provisions contained herein, be adjusted against Securities Premium Account.

Contd...2/-

: 2 :

Such adjustment of Securities Premium Account shall be effected as an integral part of the Scheme itself in accordance with the provisions of Section 52 and Section 66 of the Act without having to follow the process under Section 66 of the Act separately and the order of the NCLT sanctioning the Scheme shall be deemed to be the order under Section 66 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid up share capital to the shareholders and the provisions of Section 66 of the Act will not be applicable."

In view of the prayer made by the Petitioner, it is allowed, giving liberty to the ROC and RD to raise objections, if any, on this point at the time of final hearing.

List this matter on 12.10.2017.

Sd/-

**V. NALLASENAPATHY**  
Member (Technical)

Sd/-

**B.S.V. PRAKASH KUMAR**  
Member (Judicial)