

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

CSP NO 552 OF 2017

In the matter of the Companies Act, 2013;
AND

In the matter of Sections 230 to 232 read with Section 66 of the
Companies Act, 2013

AND

In the matter of Scheme of Amalgamation between HB Advisory
Services Private Limited (Transferor Company) and Baker
Tilly DHC Private Limited (Transferee Company) and their
respective Shareholders.

HB Advisory Services Private Limited, a Company }
Incorporated under the provisions of Companies }
Act 1956 having its registered office at 42, Free }
Press House, 215, Nariman Point, Mumbai - 400021 }
CIN: U67190MH2011PTC220534 }.....Petitioner (Transferor Company)

Order delivered on 6th September, 2017

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. Advocates for Petitioners

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

ORDER

1. Petition admitted.
2. Petition fixed for hearing and final disposal on 12th October, 2017.
3. Learned Counsel for the Petitioner Company submits that in pursuance of the Order dated 29th March, 2017 passed by this Tribunal in Company Scheme Application No. 302 of 2017, meeting of the Equity Shareholders of the Petitioner Company was convened and held at the registered office of Petitioner Company at 42, Free Press House, 215, Nariman Point, Mumbai-400021 on 12th day of May, 2017 at 11.00 a.m. for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation between HB Advsiory

Services Private Limited, the Transferor Company and Baker Tilly DHC Private Limited, the Transferee Company and their respective shareholders. In the said meeting, the Scheme was approved by the requisite majority of the Shareholders present and voting at the meeting.

4. The Counsel for the Petitioner Company further submits that as directed by this Tribunal notices have been served upon all the Regulatory Authorities namely, (i) concerned Income Tax Authorities with in whose jurisdiction the Petitioner Company's assessments are made, (ii) the Central Government through the office of Regional Director, Western Region, Mumbai, and (iii) Registrar of Companies, (iv) Official Liquidator, High Court, Bombay, as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
5. At least 10 (ten) clear days before the date fixed for hearing, Petitioner Company to publish a notice of hearing of the Petition in 2 (two) local newspapers viz "Free Press Journal" in English and "Navshakti" in Marathi, both circulated in Mumbai.
6. The Petitioner Company to file an affidavit regarding the directions given by the Tribunal pertaining to advertisement of notice of hearing and 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)