

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH

CSP NO. 839 OF 2017

In the matter of the Companies Act,  
2013;

AND

In the matter of Sections 230 to 232  
read with Section 66 and other  
applicable provisions of the Companies  
Act, 2013 and Rules framed thereunder  
as in force from time to time;

AND

In the matter of Scheme of  
Arrangement between RBS Equities  
(India) Private Limited ('Transferor  
Company No 1'), RBS Corporate  
Finance India Private Limited  
(('Transferor Company No 2') and RBS  
Prime Services (India) Private Limited  
(('Transferee Company') and their  
respective shareholders

**RBS EQUITIES (INDIA) PRIVATE )  
LIMITED, a company incorporated under )  
the Companies Act, 1956 having its )  
registered office at Empire Complex )  
(South Wing) 414, Senapati Bapat Marg, )  
Lower Parel, Mumbai – 400013 ) ....Petitioner Company**

Order delivered on 7<sup>th</sup> September, 2017

Coram:

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

Hon'ble V. Nallasenapathy Hon'ble Member (T)

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

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

**ORDER**

1. Petition Admitted.
2. Petition fixed for hearing and final disposal on 4<sup>TH</sup> October, 2017.

3. Learned Advocate for the Petitioner states that in pursuance of the directions contained in Order dated 5<sup>th</sup> July, 2017 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 724 of 2017, the meeting of Equity Shareholders was convened and held on 21<sup>st</sup> day of August, 2017 for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Arrangement between RBS Equities (India) Private Limited ('Transferor Company No 1'), RBS Corporate Finance India Private Limited ('Transferor Company No 2') and RBS Prime Services (India) Private Limited ('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 within whose jurisdiction the Petitioner Company's assessments are made, (ii) the Central Government through the office of Regional Director, Western Region, Mumbai, (iii) Registrar of Companies (iv) Official Liquidator (v) BSE Limited and (vi) NSE Limited, 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)**