

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH  
COMPANY SCHEME PETITION NO. 923 OF 2017  
IN  
COMPANY SCHEME APPLICATION NO 655 OF 2017**

In the matter of the Companies Act, 2013

And

In the matter of Scheme of Arrangement ('Scheme') between Empire Spices and Foods Limited with Rambandhu Masalewale Private Limited and Rathi Food Industries Private Limited and their respective shareholders and creditors

And

In the matter of Sections 230 to Section 233 and Section 66 of the Companies Act, 2013

(i) Rambandhu Masalewale Private Limited  
(CIN: U15495MH1984PTC034382)

(ii) Rathi Food Industries Private Limited  
(CIN: U74999MH1984PTC032473)  
The companies incorporated under the provisions of Companies Act, 1956 and having its registered office at 2052, Nehru Chowk, Nashik 422001 and Vyankatesh Bungalow, Near Tupsakhare Lawn, Tidke Colony, Nashik 422002 respectively

In the state of Maharashtra..... **Petitioner /Transferor Companies**

And

(iii) Empire Spices and Foods Limited  
(CIN: U15100MH1994PLC080772)  
A company incorporated under the provisions of Companies Act, 1956 and having its registered office at D-303 Everest Garden Link Road, Ghatkopar (East), Mumbai 400077

In the state of Maharashtra..... **Petitioner/ Transferee Company**

**Called for Admission**

Mr. Sanjay Udeshi, Mr. Darshan Ashar and Mr. Akshay Udeshi Advocates i/b  
M/s. Sanjay Udeshi & Co., Advocates for Petitioner.

**Coram: B.S.V. Prakash Kumar, Member (Judicial)**

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

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

**Date: 16<sup>th</sup> November 2017**

**MINUTES OF ORDER**

1. Petition admitted.
2. Petition fixed for hearing and final disposal on the 14<sup>th</sup> December, 2017.
3. Learned Counsel for the Petitioner states that pursuant to order dated 5<sup>th</sup> July, 2017 passed in the CSA No. 655, by the Hon'ble Tribunal the meeting of the Equity Shareholders was convened and held on Thursday, 24<sup>th</sup> August, 2017 at 12:00 noon by the Transferor Company No. 1 and on Thursday, 24<sup>th</sup> August, 2017 at 11:00 am by the Transferor Company No. 2 and on Wednesday, 23<sup>rd</sup> August, 2017 at 11:00 am by the Transferee Company for the purpose of considering and thought fit, approving with or without modifications(s) the proposed Scheme of Arrangement ('Scheme') between Empire Spices and Foods Limited with Rambandhu Masalewale Private Limited and Rathi Food Industries Private Limited and their respective shareholders and creditors. The equity shareholders present in the meeting has unanimously approved the Scheme without modifications. The Chairperson appointed for the said meeting has filed its report as to the result of the meeting with the Tribunal on 22<sup>nd</sup> September, 2017 which is annexed as Exhibit I-1 to I-3 to the Company Scheme Petition.

4. The Counsel for the Petitioner further submits that as directed by this Tribunal notices have been served upon all the regulatory authorities namely, (i) Concerned Income Tax Authority within whose jurisdiction the Applicant Company's assessments are made, (ii) the Central Government through the office of Regional Director, Western Region, Mumbai, (iii) Registrar of Companies, Mumbai and (iv) Official Liquidator High Court Mumbai. Notice have also been served upon unsecured creditors of the Petitioner Companies.
5. At least 10 (ten) clear days before to the date fixed for hearing, the Petitioner Companies to publish the notice of hearing of petition in 2 (two) local newspapers, viz., 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi language, both having circulation in Mumbai, Maharashtra.
6. The Petitioner Company to file Affidavit of Service in the Registry proving publication of the notice of hearing of petition in aforesaid newspaper.

**Sd/-**

V. Nallasenapathy  
Member (Technical)

**Sd/-**

B.S.V. Prakash Kumar,  
Member (Judicial)