

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY SCHEME PETITION NO 276 OF 2017

IN

COMPANY SCHEME APPLICATION NO 163 OF 2017

In the matter of the Companies Act, 2013;

AND

In the matter of Heritage Foods Limited ('Transferor Company') and Heritage Foods Retail Limited ('Transferee Company' or 'Demerged Company') and Future Retail Limited ('Resulting Company' or 'Petitioner Company') and their respective Shareholders

AND

In the matter of Sections 230 read with Section 232 and Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013

Future Retail Limited, a Company incorporated	}	
under the provisions of Companies Act, 1956	}	
having its registered office at Knowledge House,	}	
Shyam Nagar, Off Jogeshwari – Vikhroli Link Road,	}	
Jogeshwari (East), Mumbai – 400 060	}	
CIN L51909MH2007PLC268269	}	Petitioner Company

Called for admission

Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates for the Petitioner Company

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

V. Nallasenapathy, Member (T)

DATE: 19th April, 2017

1. Petition admitted.
2. Petition fixed for hearing on 3rd May, 2017.
3. Learned Counsel for the Petitioner Company submits that in pursuance of Order dated February 23, 2017 passed by this Tribunal passed in Company Scheme Application No 163 of 2017, the meeting of the Equity Shareholders of the

Petitioner Company was convened and held at Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 on Thursday, the 6th day of April, 2017 at 10:30 am for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed arrangement embodied in the Composite Scheme of Arrangement among Heritage Foods Limited ('Transferor Company') and Heritage Foods Retail Limited ('Transferee Company' or 'Demerged Company') and Future Retail Limited ('Resulting Company' or 'Petitioner Company') and their respective Shareholders and Creditors. In the said meeting the Scheme was approved by requisite majority representing three fourth in value and majority in number of the equity shareholders present at the meeting. The Chairman of the meeting has submitted his report stating the outcome of the meeting alongwith Affidavit dated 7th April 2017 verifying the said Report.

4. The Counsel for the Petitioner further submits that as directed by this Tribunal notices have been served upon all the Regulatory Authorities namely, concerned Income Tax Authorities, Competition Commission of India, Securities and Exchange Board of India, Central Government through the office of the Regional Director, Western Region, Mumbai, BSE Ltd., National Stock Exchange of India Ltd. and Registrar of Companies, Mumbai. No representation is received by the Petitioner Company from any Regulatory Authority. The requisite information called for by the office of Regional Director has already been submitted by the Petitioner Company and no further information has been sought for.
5. At least 10 clear days before the date fixed for hearing, Petitioner Company to publish the notice of hearing of the Petition in two local newspapers viz. in "Free Press Journal" in English and "Navshakti" in Marathi, both circulated in Mumbai.

Sd/-

V. Nallasenapathy, Member (T)

Sd/-

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