

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**

**MUMBAI BENCH**

**COMPANY SCHEME PETITION NO. 603 OF 2017**

**ALONG WITH**

**COMPANY APPLICATION NO. CSA 546 OF 2017**

In the matter of the Companies Act,  
2013;

And

In the matter of Sections 230 to 232 of  
the Companies Act, 2013;

And

In the matter of Scheme of  
Arrangement between AV Processors  
Private Limited ("Demerged  
Company") and Hawco Lubricants  
Private Limited ("Resulting  
Company");

**AV Processors Private Limited,**

.. Petitioner Company  
(Demerged Company)

Order Delivered on: 19<sup>th</sup> July, 2017

**Coram:** Hon'ble B. S. V. Prakash Kumar, Member (J)  
Hon'ble V. Nallasenapathy, Member (T)

**Called for Admission of Petition:**

Counsel Mr. Anirudh A. Hariani a/w Ms. Sonal Doshi i/b Sonal Doshi &  
Co. Advocate for the Petitioner

**MINUTES OF THE ORDER**

- 1) Petition admitted.
- 2) Petition fixed for hearing and final disposal on 16.08.2017
- 3) Learned Counsel for the Petitioner states that in pursuance of order  
of this Hon'ble Tribunal dated 3<sup>rd</sup> May, 2017 passed in the Company  
Application No. CSA 546 of 2017, a meeting of the Equity  
Shareholders of the Company was held on 20.06.2017 at 2.30 p.m.

at the Registered Office of the Company for the purpose of considering and if thought fit, approving with or without modification the proposed Scheme of Arrangement between AV Processors Private Limited ("Demerged Company") and Hawco Lubricants Private Limited ("Resulting Company") and their Shareholders and the scheme was approved by respective majority of the Shareholders present at the meeting. The Chairman of the meeting has submitted report stating outcome of the meeting.

- 4) Learned Counsel for the Petitioner states that there are no secured or unsecured creditors of the Petitioner Company except one unsecured creditor. A notice dated 16.05.2017 was duly served upon the said unsecured creditor, namely, Amit BL Properties Private Limited. Company has not received any representation from the said unsecured creditor.
- 5) The Learned Counsel for the Petitioner Company further states that the Company Petition is filed in consonance with Sections 230 to 232 of the companies Act, 2013 along with the Order dated 3<sup>rd</sup> May, 2017 passed in Company Application No. CSA 546 of 2017 by this Hon'ble Tribunal.
- 6) 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, Central Government through Regional Director, and Registrar of Companies Mumbai. No representation is received by the Petitioner Company from any Regulatory Authorities.
- 7) At least 10 clear days before the date fixed for hearing of the Petition, the Petitioner to publish notice of hearing of the Petition in two newspapers viz. "Free Press Journal" in English language

and translation thereof in "Navshakti" in Marathi language, both circulated in Mumbai.

- 8) Petitioner to file in this Registry an Affidavit of Service proving publication in newspapers.

Sd/-

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

Sd/-

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