

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

CSP No 683 OF 2017

In the matter of the Companies Act, 2013;

And

In the matter of sections 230 to 232 read with section 52 and other applicable provisions of the Companies Act, 2013 as amended, including any statutory modification(s) or re-enactment(s) thereof and corresponding provisions of the Companies Act, 1956 to the extent as may be applicable;

And

In the matter of Scheme of Arrangement between Mahindra Two Wheelers Limited having CIN: U35911MH2008PLC185462 ('Demerged Company') and Mahindra & Mahindra Limited having CIN: L65990MH1945PLC004558 ('Resulting Company') and their respective Shareholders and Creditors.

Mahindra & Mahindra Limited,

.....Petitioner Company

Called for admission

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

Order delivered on 19th July, 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

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

Order

1. Petition admitted.
2. Petition fixed for hearing and final disposal on 10th August 2017.

3. Learned Counsel for the Petitioner Company submits that in pursuance of Order dated April 5th, 2017 passed by this Tribunal in Company Scheme Application No 347 of 2017, meeting of the Equity Shareholders of the Petitioner Company was convened and held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg (New Marine Lines), Mumbai - 400 020, on Tuesday, 13th June, 2017 at 3.00 PM for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Arrangement between Mahindra Two Wheelers Limited (“Demerged Company”) and Mahindra & Mahindra Limited (“Resulting Company”) and their respective Shareholders and Creditors (“Scheme”). The Scheme was approved by the requisite majority of the Equity Shareholders who have voted through Postal Ballot, Remote E-voting and e-voting at the said meeting. The Chairman of the meeting has submitted his report to this Tribunal on 10th July, 2017 stating the outcome of the said meeting and results of the voting.
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 Authorities within whose jurisdiction the Petitioner Company’s assessments are made, (ii) to the Central Government through the office of Regional Director, Western Region, Mumbai, (iii) to the Registrar of Companies, Mumbai, (iv) to the Securities Exchange Board of India, (v) to the BSE Limited, (vi) to the National Stock Exchange of India Limited, (vii) to the Directorate of Industries (Government of Maharashtra), as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
5. At least 10 days before the date fixed for hearing, Petitioner Company to publish a notice of hearing of the Petition in two local newspapers viz. “Business Standard” in English language and “Sakal” in Marathi language, 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.



V. Nallasenapathy, Member (T)



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