

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY SCHEME PETITION NO 538 OF 2017

IN

COMPANY SCHEME APPLICATION NO 227 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 Amalgamation of Rustomjee Constructions Private Limited having CIN U45200MH2007PTC168509 ('First Transferor Company' or 'RCPL' or 'Petitioner Company') and Yazarina Estates and Investments Private Limited having CIN U70101MH1985PTC036860 ('Second Transferor Company' or 'YEIPL') with Keystone Realtors Private Limited having CIN U45200MH1995PTC094208 ('Transferee Company' or 'KRPL') and their respective Shareholders

Rustomjee Constructions Private Limited,)

a Company incorporated under the provisions of)

Companies Act, 1956, having its registered office)

at 702, Natraj, M.V. Road Junction, Western)

Express highway, Andheri (East), Mumbai -)

400069 [CIN U45200MH2007PTC168509]).....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 (Judicial)

V. Nallasenapathy, Member (Technical)

DATE: 22nd June, 2017

1. Petition admitted.
2. Petition fixed for hearing on 12th July, 2017.
3. Learned Counsel for the Petitioner Company submits that in pursuance of Order dated April 13, 2017 passed by this Tribunal passed in Company Scheme Application No 227 of 2017, the meeting of the Equity Shareholders of the Petitioner Company was convened and held at 702, Natraj, M.V. Road Junction, Western Express highway, Andheri (East), Mumbai - 400069 on Friday, 26th May, 2017

at 10:00 A.M. for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed arrangement embodied in the Scheme of Amalgamation of Rustomjee Constructions Private Limited (First Transferor Company) and Yazarina Estates & Investments Private Limited (Second Transferor Company) with Keystone Realtors Private Limited (Transferee Company) and their respective Shareholders. 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 29th May, 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, Official Liquidator, Central Government through Regional Director 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. "Free Press Journal" in English and "Navshakti" in Marathi, both circulated in Mumbai.
6. The Petitioner to file an affidavit of service and do report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

Sd/-

V. Nallasenapathy Member (Technical)

Sd/-

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