

IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

CSP NO. 893 OF 2017

Under Section 230-232 of the Companies
Act, 2013

In the matter of Scheme of Arrangement
between Tata Industries Limited ('Transferee
Company' or 'Petitioner Company') and Apex
Investments (Mauritius) Holding Private
Limited ('Transferor Company');

AND

Their respective Shareholders and Creditors.

TATA INDUSTRIES LIMITED

....Petitioner Company/ the Transferee Company

Order delivered on 28th September, 2017

Coram:

Hon'ble B.S.V. Prakash Kumar Hon'ble Member (J)

Hon'ble V. Nallasenapathy Hon'ble Member (T)

For the Petitioner(s): Mr. Rajesh Shah, Advocate along with Ahmed M.
Chunawala, Advocate i/b Rajesh Shah & Co., Advocates for the
Petitioner

Per: SH. B.S.V. Prakash Kumar, Hon'ble Member (J)

ORDER

1. Petition admitted.
2. Petition fixed for hearing and final disposal on 18th October, 2017.
3. Learned Counsel for the Petitioner Company submits that in pursuance of the Order dated 3rd August, 2017 passed by this Tribunal in Company Scheme Application No. 789 of 2017, meeting of the Equity Shareholders of the Petitioner Company was

convened and held on 6th day of September, 2017 for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Tata Industries Limited ('Transferee Company' or 'Petitioner Company') and Apex Investments (Mauritius) Holding Private Limited ('Transferor Company') and their respective Shareholders and Creditors under the provisions of sections 230 to 234 of the Companies Act, 2013 ("**Scheme**"). In the said meeting, the requisite quorum was present and the Scheme was approved unanimously by all the Equity Shareholders present and voting at the meeting without modifications. The meeting of the Unsecured Creditors was not required to be held and the Petitioner Company had sent individual notice to all its Unsecured Creditors as stipulated by Hon'ble Tribunal and as per the directions given in the Order.

4. The Counsel for the Petitioner Company further submits that as directed by this Tribunal notice has been served upon all the Regulatory Authorities namely, (i) Concerned Income Tax Authority within whose jurisdiction the Petitioner Company's assessments are made, (ii) the Central Government through the office of Regional Director, Western Region, Mumbai (iii) Reserve Bank of India (iv) Registrar of Companies, as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
5. The Learned Counsel for the Petitioner Company further submits that the Petition is filed in consonance with sections 230 to 234 of the Companies Act, 2013 along with the Order passed in Company Scheme Application No. 789 of 2017 by the National Company Law Tribunal, Mumbai Bench.
6. At least 10 (ten) clear days before the date fixed for hearing, Petitioner Company to publish a notice of hearing of the Petition in 2 (two) local newspapers viz "Free Press Journal" in English and

“Navshakti” in Marathi, both circulated in Mumbai, as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

7. 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 said direction has been duly complied with.

Sd/-

V. Nallasenapathy, Member (T)

Sd/-

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