

# ULTRA CONSULTANTS PRIVATE LIMITED

Regd. Office : A-3, GREATER KAILASH-I, NEW DELHI-110048  
CIN : U74899DL1990PTC041386

2

Date: January 15, 2020


011986

To,  
**Securities and Exchange Board of India**  
Plot No. C4-A, 'G' Block  
Bandra Kurla Complex  
Bandra (East)  
Mumbai-400051

**Subject: Report In terms of Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/Madam,

Pursuant to Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith Report in the prescribed format along with prescribed fees vide Demand Draft of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) bearing No. 006561 dated January 09, 2020 drawn on State Bank of India.

You are requested to take the same on your records 

Thanking You,

For Ultra Consultants Private Limited

  
Prabhat Chand Kothari  
Director



Encl: As Above

CC:

1. ~~The Manager (Listing)  
National Stock Exchange of India Limited  
"Exchange Plaza", 5<sup>th</sup> Floor  
Plot No. C-1, G - Block  
Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400051~~

✓ 2. ~~The Manager (Listing)  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
PJ Towers, Dalal Street  
Fort  
Mumbai - 400001~~

**Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance up on exemption provided for in regulation 10(1)(d)(iii) of SEBI (Substantial Acquisition Of Shares And Takeover) Regulations, 2011**

<b>1. General Details</b>		
a.	Name, address, telephone no., e-mail of Acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	ULTRA CONSULTANTS PRIVATE LIMITED A-3, GREATER KAILASH – I NEW DELHI – 110048 Phone: 0129 – 4288888 E-mail: <a href="mailto:secretarial@raunaqintl.com">secretarial@raunaqintl.com</a>
b.	Whether sender is the acquirer (Y/N)	Y
c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	NOT APPLICABLE
d.	Name, address, Tel no: and e-mail of Sender, if sender is not the acquirer	NOT APPLICABLE
<b>2. Compliance of Regulation 10(7)</b>		
a.	Date of report	January 15, 2020
b.	Whether report has been submitted to SEBI within 21 business days from the date of the acquisition	YES
c.	Whether the report is accompanied with fees as required under Regulation 10(7)	YES. The applicable fees of Rs. 1,50,000/- vide Demand Draft No. 006561 dated January 09, 2020 drawn on State Bank of India is enclosed.
<b>3. Compliance of Regulation 10(6)</b>		
a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 business days of the acquisition	YES Report under Regulation 10(6) has been filed with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) within 4 working days of the acquisition. Copy enclosed as "Annexure – 1".
b.	Date of Report	January 03, 2020
<b>4. Details of the Target Company</b>		
a.	Name & address of TC	BHARAT GEARS LIMITED 20 K.M. MATHURA ROAD P.O. AMAR NAGAR FARIDABAD-121003 HARYANA
b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE LIMITED (BSE) NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)

*The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 2011)*



5. Details of the acquisition					
a.	Date of acquisition	December 30, 2019			
b.	Acquisition price per share (in Rs.)	NOT APPLICABLE			
c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2),4 or 5)	Regulation 3(2)			
d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no. & as a percentage of the total share capital of the TC)	Before the acquisition		After the acquisition	
		No. of Shares (*)	% w.r.t total share capital/ voting rights of TC	No. of Shares	% w.r.t total share capital/ voting rights of TC
Name(s) of the acquirer(s) and PAC (**)					
<b>Acquirer(s) (**):</b>					
ULTRA CONSULTANTS PRIVATE LIMITED		7,66,038	8.23	14,11,109	15.16
		<b>7,66,038</b>	<b>8.23</b>	<b>14,11,109</b>	<b>15.16</b>
<b>PACs (**):</b>					
FUTURE CONSULTANTS PRIVATE LIMITED		6,45,071	6.93	0	0.00
LATE DR. RAUNAQ SINGH		605	0.01	605	0.01
SURINDER PAUL KANWAR		33,67,570	36.19	33,67,570	36.19
RAUNAQ EPC INTERNATIONAL LIMITED		2,36,097	2.54	2,36,097	2.54
VIBRANT FINANCE AND INVESTMENT PRIVATE LIMITED		1,32,804	1.43	1,32,804	1.43
		<b>43,82,147</b>	<b>47.09</b>	<b>37,37,076</b>	<b>40.16</b>
<b>Acquirer(s) and PACs (**):</b>		<b>51,48,185</b>	<b>55.32</b>	<b>51,48,185</b>	<b>55.32</b>

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 2011)



**6. Information specific to the exemption category to which the instant acquisition belongs – Regulation 10(1)(d)(iii)**

a.	Confirm that the scheme is approved by the order of a court or any other competent authority	Amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company") approved by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi vide judgement dated September 26, 2019.
b.	Attached copy of the order mentioned above.	Copy of the judgement of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019 approving the amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company") as mentioned above enclosed as "Annexure - 2".
c.	Total consideration paid under the scheme.	<p>Issue and allotment of 1 (One) Equity Share of Rs. 100/- (Rupees One Hundred) each, credited as fully paid up in Ultra Consultants Private Limited ("Transferee Company") to the other Equity Shareholder of Future Consultants Private Limited ("Transferor Company") (other than "Transferee Company") for every 40 (Forty) Equity Shares of Rs. 10/- (Rupees Ten) each fully paid-up held by such Shareholder in the Transferor Company.</p> <p>Accordingly, allotment of 53,825 (Fifty Three Thousand Eight Hundred Twenty Five) Equity Shares of Rs. 100/- (Rupees One Hundred) each of "Transferee Company" aggregating to Rs. 53,82,500/- (Rupees Fifty Three Lakhs Eighty Two Thousand Five Hundred Only).</p>
d.	<p>Component of cash and cash equivalents in the total consideration paid under the scheme.</p> <p>Whether the same is less than twenty-five percent of the total consideration paid under the scheme? (Y/N)</p>	<p>NIL</p> <p>Y</p>

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 2011)



e. After the implementation of the scheme, whether the persons who are directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme? (Y/N). Please furnish relevant details including the name of such persons as well as their stake in the combined entity.

Y

**SHAREHOLDING PATTERN OF ULTRA CONSULTANTS PRIVATE LIMITED, COMBINED ENTITY**

**BEFORE IMPLEMENTATION OF SCHEME**

S. no.	Name of Shareholder	No. of Shares held	Percentage of Shares held
1.	Surinder Paul Kanwar	95,812	99.99
2.	Prabhat Chand Kothari	10	0.01
<b>TOTAL</b>		<b>95,822</b>	<b>100.00</b>

**AFTER IMPLEMENTATION OF SCHEME**

S. no.	Name of Shareholder	No. of Shares held	Percentage of Shares held
1.	Surinder Paul Kanwar	1,49,637	99.99
2.	Prabhat Chand Kothari	10	0.01
<b>TOTAL</b>		<b>1,49,647</b>	<b>100.00</b>

Therefore, the persons who are directly or indirectly holding hundred per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme.

f. Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.

Yes, the acquirer hereby declare that the acquirer as well as seller have complied with the applicable disclosures requirements in Chapter V of the Takeover Regulations, 2011.

A copy of disclosures dated January 01, 2020 under Regulation 29 of Takeover Regulations made by acquirer and seller enclosed as "Annexure - 3".

g. Declaration by the acquirer that all the conditions specified under regulation 10(1)(d)(iii) with respect to exemptions has been duly complied with.

The acquirer hereby declare that all the conditions specified under regulation 10(1)(d)(iii) with respect to exemptions has been duly complied with.

The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 2011)



- We hereby declare that the information provided in the instant report is true and nothing has been concealed therefrom.

For **Ultra Consultants Private Limited**

  
**Prabhat Chand Kothari**  
Director



**Date: January 15, 2020**

**Place: New Delhi**

- (\*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (\*\*) Shareholding of each entity shall be shown separately as well as collectively.

*The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 2011)*

**Subject:** Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - UCPL  
**From:** secretarial <secretarial@raunaqintl.com>  
**Date:** 03-01-2020, 01:47 pm  
**To:** Corp Relations <corp.relations@bseindia.com>  
**CC:** "prashant.khattry" <prashant.khattry@bglindia.com>, 'secretarial' <secretarial@raunaqintl.com>  
**BCC:** Kaushal Narula <kaushal.narula@bglindia.com>, Vartika <vartika@raunaqintl.com>

Dear Sir/Madam,

Please find enclosed herewith Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

You are requested to take same on your records.

CERTIFIED TRUE COPY

For Ultra Consultants Private Limited



**Prabhat Chand Kothari**  
Director

—Attachments:—

Disclosure under Regulation 10(6) of SAST

4.1 MB

# ULTRA CONSULTANTS PRIVATE LIMITED

Regd. Office : A-3, GREATER KAILASH-I, NEW DELHI-110048  
CIN : U74899DL1990PTC041386

03 January, 2020

The Manager (Listing)  
National Stock Exchange of India Ltd  
"Exchange Plaza" 5<sup>th</sup> Floor  
Plot No. C-1, G - Block  
Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400051

The Manager (Listing)  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
PJ Towers, Dalal Street  
Fort, Mumbai - 400001

SYMBOL: BHARATGEAR

STOCKCODE: 505688

Subject: Disclosure in terms of Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam,

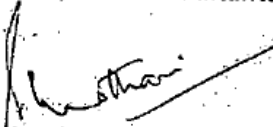
Pursuant to Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith disclosure in the prescribed format with regard to acquisition of 6,45,071 (Six Lakhs Forty Five Thousand and Seventy One) Equity Shares of Bharat Gears Limited pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company").

A copy of the judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September-26, 2019 approving the said amalgamation along with the master details of Future Consultants Private Limited on the website of Ministry of Corporate Affairs and approval mail dated December 18, 2019 of Ministry of Corporate Affairs for E-form INC-28 of Ultra Consultants Private Limited is enclosed herewith.

You are requested to take the same on your records.

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Thanking You,  
For Ultra Consultants Private Limited

  
Prabhat Chand Kothari  
Director



Encl: As Above



**Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	BHARAT GEARS LIMITED			
2.	Name of the acquirer(s)	ULTRA CONSULTANTS PRIVATE LIMITED			
3.	Name of the stock exchange where shares of the TC are listed	BSE LIMITED (BSE) NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)			
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Acquisition of 6,45,071 (Six Lakhs Forty Five Thousand and Seventy One) Equity Shares of Bharat Gears Limited pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company")			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii)			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - Whether disclosure was made and whether it was made within the timeline specified under the regulations. - Date of filing with the stock exchange.	NO  NOT APPLICABLE  NOT APPLICABLE			
7.	Details of acquisition	Disclosures made under regulation 10(5)	Actual		
	a. Name of the transferor/seller	NOT APPLICABLE	Future Consultants Private Limited (Amalgamated into Ultra Consultants Private Limited)		
	b. Date of acquisition	NOT APPLICABLE	December 30, 2019		
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	NOT APPLICABLE	6,45,071		
	d. Total shares proposed to be acquired/actually acquired as a % of diluted share capital of TC	NOT APPLICABLE	6.93		
	e. Price at which shares are proposed to be acquired/actually acquired	NOT APPLICABLE	NOT APPLICABLE		
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	- Each Acquirer/Transferee(*)	7,66,038	8.23	14,11,109	15.16
	- Each Seller/Transferor	6,45,071	6.93	0	0.00

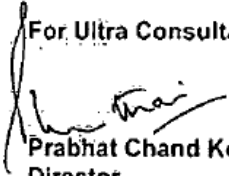
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**Note:**

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.
- Shares acquired pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company") approved vide judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019.

For Ultra Consultants Private Limited



Prabhat Chand Kothari  
Director



Place: New Delhi  
Date: 03 January, 2020

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No. 1596  
Date of Presentation  
of application for Copy 04/10/19  
No. of Pages 7  
Copying Fee 57  
Postage Fee  
Total 3020/-  
Date of Receipt &  
Record of Copy  
Date of Presentation of Copy 15/10/19  
Date of Delivery of Copy 15/10/19

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH  
NEW DELHI

Company Petition No. (CAA) 35/PB/2019

Connected with

Company Application No. CA (CAA) 10/PB/2019

*[Signature]*  
D.D./D.R./A.R. Court Officer  
National Company Law Tribunal  
New Delhi

Judgment dated: 26.09.2019

Coram:

CHIEF JUSTICE (Retd.) SHRI M.M. KUMAR,  
HON'BLE PRESIDENT  
&  
Mr. S. K. MOHAPATRA  
MEMBER (TECHNICAL)\*

In the matter of:

Sections 230-232 and other applicable provisions of the Companies Act,  
2013 read with Companies (Compromises, Arrangements, and  
Amalgamations) Rules, 2016.

AND

IN THE MATTER OF SCHEME OF AMALGAMATION  
AMONGST  
FUTURE CONSULTANTS PRIVATE LIMITED

Having Registered Office at:

CA(CAA) 35 (PB)/2019

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Page 1



A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No.1 / Transferor Company

**ULTRA CONSULTANTS PRIVATE LIMITED**

Having Registered Office at:

A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No.2/ Transferee Company

For the Applicants: Mr. Ajay Garg, Advocate

**ORDER**

**M.M. KUMAR, PRESIDENT**

1. This Joint Application has been filed by the Petitioner Companies under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, for the purpose of the approval of the Scheme of Amalgamation. The copy of the Scheme has been placed on record.
2. A perusal of the petition that initially the First Motion application seeking directions for convening/dispensing with the meetings of Shareholders and Creditors was filed before this bench and based on such joint application moved under Sections 230-232 of the

CA(CAA) 35 (PB)/2019

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Companies Act, 2013, this Tribunal vide its first motion order issued directions with respect to the same. The Petitioners were directed to carry out publication in the newspapers English Daily 'Business Standard' (Delhi Edition) as well as in Hindi Daily 'Jansatta' (Delhi Edition). In addition thereto notices were directed to be served on the Regional Director (Northern Region), Registrar of Companies, NCT of Delhi and Haryana, Official Liquidator, the Income Tax Department and to the other relevant sectoral regulators.

3. It is seen from the records that the Petitioners have filed an affidavit affirming compliance of the order passed by the Tribunal. A perusal of the Affidavit discloses that the petitioners have effected the newspaper publication as directed in relation to the date of hearing of the petition. Further, the affidavit also discloses that copies of petition were duly served on the Regional Director, Northern Region, Registrar of Companies, Delhi and Haryana, Official Liquidator and Income Tax Department in compliance of the order and In proof of the same acknowledgement by the respective offices have also been place on record.

4. The Regional Director has filed its representation and has observed that the compliance with Section 232(3)(i) of the Companies

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Act, 2013 be done. The companies have filed an undertaking to that effect.

5. The Official Liquidator has filed a report wherein it has been stated that he has not received any complaint against the proposed Scheme from any person/party interested in the scheme in any manner and that the affairs of the Petitioner Companies do not appear to have been conducted in a manner prejudicial to the interest of its members, creditors or public interest.
6. Certificates of respective Statutory auditors of the petitioner companies have been placed on record to the effect that Accounting Treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013.
7. It is pertinent to note that the income tax department in its reports has not made any adverse observations against the Scheme.
8. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner Companies to the proposed Scheme, and the affidavits filed by the Regional Director, Northern Region, Ministry of Corporate Affairs and the reports of official Liquidator and, there appears to be no impediment in

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sanctioning the present scheme. Consequently, sanction is hereby granted to the scheme under section 230 to 232 of the Companies Act, 2013. The Petitioners shall however remain bound to comply with the statutory requirements in accordance with law.

9. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

While approving the Scheme as above, we further clarify that this order should not be construed as an order in any granting exemption from payment of stamp duty, taxes including income tax, GST etc or any other charges, if any, and payment in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.

10. THIS TRIBUNAL DO FURTHER ORDER(S):

(A) WITH RESPECT TO TRANSFEROR COMPANIES  
AND TRANSFEREE COMPANY

1. That the Transferor Company stand dissolved without being wound up; and

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2. That all the property, rights and powers of all the Transferor Company be transferred without further act or deed, to the Transferee Company and accordingly the same shall pursuant to Section 232 of the Act, be transferred to and vest in the Transferee Company for all the estates and interests of the Transferor Company therein but subject nevertheless to all charges now affecting the same: and
3. That all the liabilities and duties of the Transferor Company be transferred without further act or deed, to Transferee Company and accordingly the same shall, pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the Transferee Company;
4. That all proceedings now pending by or against the Transferor Company by continued by or against the Transferee Company; and
5. That all the employees of the Transferor Company in Service, if any, on the date immediately preceding the date on which the scheme takes effect, i.e. the effective date shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not

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less favourable than those subsisting in concerned Transferor Companies on the said date.

6. That Petitioner Companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the Transferor Companies shall be dissolved and the Registrar of Companies shall place all documents relating to the Transferor Companies registered with him on the file kept by him in relation to the Transferee Company and the files relating to all the petitioner companies shall be consolidated accordingly.

Any person interested shall be at liberty to apply to the tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

No. 1596  
Date of Presentation  
Application for Copy 01/10/19  
No. of Pages 7  
Copying Fee 8/-  
Registration & Postage Fee  
Total ₹ 3000/-  
Date of Receipt &  
Record of Copy  
Date of Preparation of Copy 15/10/19  
Date of Delivery of Copy 15/10/19  
(vidya)

DD/DIVAR/Court Officer  
28/10/2019  
National Company Law Tribunal  
New Delhi

CA(CAA) 35 (PB)/2019

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Sd/-

(M.M. KUMAR)  
PRESIDENT

Sd/-

(S.K. MOHAPATRA)  
MEMBER(T)

Page 7 of 7

Deputy Registrar  
National Company Law Tribunal  
CGO Complex, New Delhi-110 003

**Company Master Data**

CIN	U74140DL1988PTC034430
Company Name	FUTURE CONSULTANTS PRIVATE LIMITED
ROC Code	RoC-Delhi
Registration Number	034430
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	50500000
Paid up Capital(Rs)	27824730
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	28/12/1988
Registered Address	A-3, GREATER KAILASH-I, NEW DELHI DL 110048 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	secretarial@raunaqintl.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE compliant
Suspended at stock exchange	-
Date of last AGM	23/09/2019
Date of Balance Sheet	31/03/2019
Company Status(for e filing)	Amalgamated

**Charges**

Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
No Charges Exists for Company/LLP				

**Directors/Signatory Details**

DIN/PAN	Name	Begin date	End date	Surrendered DIN
00024492	PRABHAT CHAND KOTHARI	10/06/2005	-	
00033524	SURINDER PAUL KANWAR	28/12/2006	-	

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Subject: Approval of SRN R11270238 dated 07.11.2019  
From: MCA21 Administrator <MCAADM@MCA.GOV.IN>  
Date: 18-Dec-19, 6:08 PM  
To: <secretarial@raunaqintl.com>, <pckothari9@hotmail.com>, <VARTIKA0205@GMAIL.COM>

Dear Sir/Madam,

This is to inform you that the eform INC-28 submitted on the MCA portal in respect of ULTRA CONSULTANTS PRIVATE LIMITED vide SRN R11270238 dated 07/11/2019 has been APPROVED. This is an acknowledgment for the same.

In case of any further query or for all future communication of this request, please use your Service Request Number as the reference and raise a ticket at <http://www.mca.gov.in/DCAPortalWeb/dca/MyMCALogin.do?method=setDefaultProperty&mode=46>.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

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Thank you

Notice: The information contained in this e-mail message and/or attachments to it may contain confidential or privileged information. If you are not the intended recipient, any dissemination, use, review, distribution, printing or copying of the information contained in this e-mail message and/or attachments to it are strictly prohibited. If you have received this communication in error, please notify us by reply e-mail or telephone and immediately and permanently delete the message and any attachments. Thank you

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**Subject:** Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - UCPL  
**From:** secretarial <secretarial@raunaqintl.com>  
**Date:** 03-01-2020, 01:47 pm  
**To:** takeover@nse.co.in  
**CC:** "prashant.khattry" <prashant.khattry@bglindia.com>, 'secretarial' <secretarial@raunaqintl.com>  
**BCC:** Kaushal Narula <kaushal.narula@bglindia.com>, Vartika <vartika@raunaqintl.com>

Dear Sir/Madam,

Please find enclosed herewith Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

You are requested to take same on your records.

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**For Ultra Consultants Private Limited**

**Prabhat Chand Kothari**  
**Director**



— Attachments: \_\_\_\_\_

Disclosure under Regulation 10(6) of SAST

4.2 MB

# ULTRA CONSULTANTS PRIVATE LIMITED

Regd. Office : A-3, GREATER KAILASH-I, NEW DELHI-110048  
CIN : U74899DL1990PTC041386

03 January, 2020

**The Manager (Listing)**  
**National Stock Exchange of India Ltd**  
"Exchange Plaza", 5<sup>th</sup> Floor  
Plot No. C-1, G - Block  
Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400051

~~**The Manager (Listing)**  
**BSE Limited**  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
PJ Towers, Dalal Street  
Fort, Mumbai - 400001~~

**SYMBOL: BHARATGEAR**

**STOCKCODE: 505688**

**Subject: Disclosure In terms of Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/Madam,

Pursuant to Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith disclosure in the prescribed format with regard to acquisition of 6,45,071 (Six Lakhs Forty Five Thousand and Seventy One) Equity Shares of Bharat Gears Limited pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company").

A copy of the judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019 approving the said amalgamation along with the master details of Future Consultants Private Limited on the website of Ministry of Corporate Affairs and approval mail dated December 18, 2019 of Ministry of Corporate Affairs for E-form INC-28 of Ultra Consultants Private Limited is enclosed herewith.

You are requested to take the same on your records.

Thanking You,  
For Ultra Consultants Private Limited

  
**Prabhat Chand Kothari**  
Director



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Encl: As Above

**Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	BHARAT GEARS LIMITED			
2.	Name of the acquirer(s)	ULTRA CONSULTANTS PRIVATE LIMITED			
3.	Name of the stock exchange where shares of the TC are listed	BSE LIMITED (BSE) NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)			
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Acquisition of 6,45,071 (Six Lakhs Forty Five Thousand and Seventy One) Equity Shares of Bharat Gears Limited pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company")			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii)			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - Whether disclosure was made and whether it was made within the timeline specified under the regulations. - Date of filing with the stock exchange.	NO  NOT APPLICABLE  NOT APPLICABLE			
7.	Details of acquisition	Disclosures made under regulation 10(5)	Actual		
	a. Name of the transferor/seller	NOT APPLICABLE	Future Consultants Private Limited (Amalgamated into Ultra Consultants Private Limited)		
	b. Date of acquisition	NOT APPLICABLE	December 30, 2019		
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	NOT APPLICABLE	6,45,071		
	d. Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC	NOT APPLICABLE	6.93		
	e. Price at which shares are proposed to be acquired/actually acquired	NOT APPLICABLE	NOT APPLICABLE		
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	- Each Acquirer/Transferee(*)	7,66,038	8.23	14,11,109	15.16
	- Each Seller/Transferor	6,45,071	6.93	0	0.00

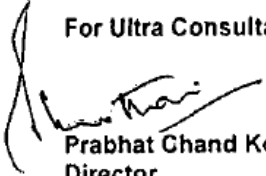
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**Note:**

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.
- Shares acquired pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company") approved vide judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019.

For Ultra Consultants Private Limited



Prabhat Chand Kothari  
Director

Place: New Delhi  
Date: 03 January, 2020



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No. 1596  
Date of Presentation  
of application for Copy 21/10/19  
No. of Pages 7  
Copying Fee 57  
Postage Fee  
Total ₹ 3000/-  
Date of Receipt &  
Record of Copy  
Date of Presentation of Copy 19/10/19  
Date of Delivery of Copy 19/10/19

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH  
NEW DELHI

Company Petition No. (CAA) 35/PB/2019

Connected with

Company Application No. CA (CAA) 10/PB/2019

DD/DR/AR Court Officer  
National Company Law Tribunal  
New Delhi

Judgment dated: 26.09.2019

Coram:

CHIEF JUSTICE (Rtd.) SHRI M.M. KUMAR,

HON'BLE PRESIDENT

&

Mr. S. K. MOHAPATRA

MEMBER (TECHNICAL)\*

In the matter of:

Sections 230-232 and other applicable provisions of the Companies Act,  
2013 read with Companies (Compromises, Arrangements, and  
Amalgamations) Rules, 2016.

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

AMONGST

FUTURE CONSULTANTS PRIVATE LIMITED

Having Registered Office at:

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CA(CAA) 35 (PB)/2019

Page 1 of 7

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A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No. 1 / Transferor Company

**ULTRA CONSULTANTS PRIVATE LIMITED**

Having Registered Office at:

A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No.2/ Transferee Company

For the Applicants: Mr. Ajay Garg, Advocate

ORDER

M.M. KUMAR, PRESIDENT

1. This Joint Application has been filed by the Petitioner Companies under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, for the purpose of the approval of the Scheme of Amalgamation. The copy of the Scheme has been placed on record.
2. A perusal of the petition that initially the First Motion application seeking directions for convening/dispensing with the meetings of Shareholders and Creditors was filed before this bench and based on such joint application moved under Sections 230-232. of the

CA(CAA) 35 (PB)/2019

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Page 2 of 7



Companies Act, 2013, this Tribunal vide its first motion order issued directions with respect to the same. The Petitioners were directed to carry out publication in the newspapers English Daily 'Business Standard' (Delhi Edition) as well as in Hindi Daily 'Jansatta' (Delhi Edition). In addition thereto notices were directed to be served on the Regional Director (Northern Region), Registrar of Companies, NCT of Delhi and Haryana, Official Liquidator, the Income Tax Department and to the other relevant sectoral regulators.

3. It is seen from the records that the Petitioners have filed an affidavit affirming compliance of the order passed by the Tribunal. A perusal of the Affidavit discloses that the petitioners have effected the newspaper publication as directed in relation to the date of hearing of the petition. Further, the affidavit also discloses that copies of petition were duly served on the Regional Director, Northern Region, Registrar of Companies, Delhi and Haryana, Official Liquidator and Income Tax Department in compliance of the order and in proof of the same acknowledgement by the respective offices have also been place on record.
4. The Regional Director has filed its representation and has observed that the compliance with Section 232(3)(i) of the Companies

CA(CAA) 35 (PB)/2019

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Page 3 of 7



Act, 2013 be done. The companies have filed an undertaking to that effect.

5. The Official Liquidator has filed a report wherein it has been stated that he has not received any complaint against the proposed Scheme from any person/party interested in the scheme in any manner and that the affairs of the Petitioner Companies do not appear to have been conducted in a manner prejudicial to the interest of its members, creditors or public interest.
6. Certificates of respective Statutory auditors of the petitioner companies have been placed on record to the effect that Accounting Treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013.
7. It is pertinent to note that the income tax department in its reports has not made any adverse observations against the Scheme.
8. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner Companies to the proposed Scheme, and the affidavits filed by the Regional Director, Northern Region, Ministry of Corporate Affairs and the reports of official Liquidator and, there appears to be no impediment in

CA(CAA) 35 (PB)/2019

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Page 4 of 7



sanctioning the present scheme. Consequently, sanction is hereby granted to the scheme under section 230 to 232 of the Companies Act, 2013. The Petitioners shall however remain bound to comply with the statutory requirements in accordance with law.

9. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

While approving the Scheme as above, we further clarify that this order should not be construed as an order in any granting exemption from payment of stamp duty, taxes including income tax, GST etc or any other charges, if any, and payment in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.

10. THIS TRIBUNAL DO FURTHER ORDER(S):

(A) WITH RESPECT TO TRANSFEROR COMPANIES  
AND TRANSFEREE COMPANY

1. That the Transferor Company stand dissolved without being wound up; and

CA(CAA) 35 (PB)/2019

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Page 5 of 7



2. That all the property, rights and powers of all the Transferor Company be transferred without further act or deed, to the Transferee Company and accordingly the same shall pursuant to Section 232 of the Act, be transferred to and vest in the Transferee Company for all the estates and interests of the Transferor Company therein but subject nevertheless to all charges now affecting the same; and
3. That all the liabilities and duties of the Transferor Company be transferred without further act or deed, to Transferee Company and accordingly the same shall, pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the Transferee Company;
4. That all proceedings now pending by or against the Transferor Company by continued by or against the Transferee Company; and
5. That all the employees of the Transferor Company in Service, if any, on the date immediately preceding the date on which the scheme takes effect, i.e. the effective date shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not

CA(CAA) 35 (PB)/2019

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Page 6 of 7



less favourable than those subsisting in concerned Transferor Companies on the said date.

6. That Petitioner Companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the Transferor Companies shall be dissolved and the Registrar of Companies shall place all documents relating to the Transferor Companies registered with him on the file kept by him in relation to the Transferee Company and the files relating to all the petitioner companies shall be consolidated accordingly.

Any person interested shall be at liberty to apply to the tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

No. 1596  
Date of Presentation  
Application for Copy 01/10/19  
No. of Pages 7  
Copying Fee 5/-  
Registration & Postage Fee  
Total ₹ 3000/-  
Date of Receipt &  
Record of Copy  
Date of Preparation of Copy 15/10/19  
Date of Delivery of Copy 15/10/19  
(vidya)

DD/DUAR/Comp Officer  
National Company Law Tribunal  
New Delhi

CA(CAA) 35 (PB)/2019

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Sd/-

(M.M. KUMAR)  
PRESIDENT

Sd/-

(S.K. MOHAPATRA)  
MEMBER(T)

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Page 7 of 7

Sd/-

Deputy Registrar  
National Company Law Tribunal  
CGO Complex, New Delhi-110 003

**Subject:** Approval of SRN R11270238 dated 07.11.2019  
**From:** MCA21 Administrator <MCAADM@MCA.GOV.IN>  
**Date:** 18-Dec-19, 6:08 PM  
**To:** <secretarial@raunaqintl.com>, <pckothari9@hotmail.com>, <VARTIKA0205@GMAIL.COM>

Dear Sir/Madam,

This is to inform you that the eform INC-28 submitted on the MCA portal in respect of ULTRA CONSULTANTS PRIVATE LIMITED vide SRN R11270238 dated 07/11/2019 has been APPROVED. This is an acknowledgment for the same.

In case of any further query or for all future communication of this request, please use your Service Request Number as the reference and raise a ticket at <http://www.mca.gov.in/DCAPortalWeb/dca/MyMCALogin.do?method=setDefaultProperty&mode=46>.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

Notice: The information contained in this e-mail message and/or attachments to it may contain confidential or privileged information. If you are not the intended recipient, any dissemination, use, review, distribution, printing or copying of the information contained in this e-mail message and/or attachments to it are strictly prohibited. If you have received this communication in error, please notify us by reply e-mail at [appl\\_helpdesk@mca.gov.in](mailto:appl_helpdesk@mca.gov.in) or telephone at help desk contact number 0124-4832500 and immediately and permanently delete the message and any attachments.

Thank you

Notice: The information contained in this e-mail message and/or attachments to it may contain confidential or privileged information. If you are not the intended recipient, any dissemination, use, review, distribution, printing or copying of the information contained in this e-mail message and/or attachments to it are strictly prohibited. If you have received this communication in error, please notify us by reply e-mail or telephone and immediately and permanently delete the message and any attachments. Thank you

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**Company Master Data**

CIN	U74140DL1988PTC034430
Company Name	FUTURE CONSULTANTS PRIVATE LIMITED
ROC Code	RoC-Delhi
Registration Number	034430
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	50500000
Paid up Capital(Rs)	27824730
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	28/12/1988
Registered Address	A-3, GREATER KAILASH-I, NEW DELHI DL 110048 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	secretarial@raunaqintl.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE compliant
Suspended at stock exchange	-
Date of last AGM	23/09/2019
Date of Balance Sheet	31/03/2019
Company Status(for e filing)	Amalgamated

**Charges**

Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
No Charges Exists for Company/LLP				

**Directors/Signatory Details**

DIN/PAN	Name	Begin date	End date	Surrendered DIN
00024492	PRABHAT CHAND KOTHARI	10/06/2005	-	
00033524	SURINDER PAUL KANWAR	28/12/2006	-	

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BEFORE THE NATIONAL COMPANY-LAW  
TRIBUNAL,  
PRINCIPAL BENCH  
NEW DELHI

Company Petition No. (CAA) 35/PB/2019

Connected with

Company Application No. CA (CAA)10/PB/2019

Judgment dated: 26.09.2019

Coram:

CHIEF JUSTICE (Retd.) SHRI M.M. KUMAR,

HON'BLE PRESIDENT

&

Mr. S. K. MOHAPATRA

MEMBER (TECHNICAL)\*

In the matter of:

Sections 230-232 and other applicable provisions of the Companies Act,  
2013 read with Companies (Compromises, Arrangements, and  
Amalgamations) Rules, 2016.

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

AMONGST

FUTURE CONSULTANTS PRIVATE LIMITED

Having Registered Office at:

CA(CAA) 35 (PB)/2019



No. 1596  
Date of Presentation  
of application for Copy 21.10.19  
No. of Pages 7  
Copying Fee 5/-  
Registration & Postage Fee  
Total 3000/-  
Date of Receipt &  
Record of Copy  
Date of Preparation of Copy 15.10.19  
Date of Delivery of Copy 15.10.19

DD/DRIAR/Court Officer  
National Company Law Tribunal  
New Delhi

Annexure - 2

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A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No. 1 / Transferor Company

**ULTRA CONSULTANTS PRIVATE LIMITED**

Having Registered Office at:

A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No.2/ Transferee Company

For the Applicants: Mr. Ajay Garg, Advocate

**ORDER**

**M.M. KUMAR, PRESIDENT**

1. This Joint Application has been filed by the Petitioner Companies under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, for the purpose of the approval of the Scheme of Amalgamation. The copy of the Scheme has been placed on record.
2. A perusal of the petition that initially the First Motion application seeking directions for convening/dispensing with the meetings of Shareholders and Creditors was filed before this bench and based on such joint application moved under Sections 230-232 of the



CA(CAA) 35 (PB)/2019



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Page 2 of 7



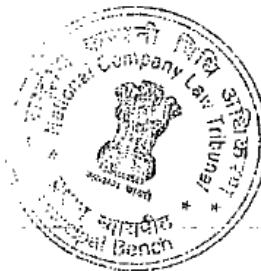
Companies Act, 2013, this Tribunal vide its first motion order issued directions with respect to the same. The Petitioners were directed to carry out publication in the newspapers English Daily 'Business Standard' (Delhi Edition) as well as in Hindi Daily 'Jansatta' (Delhi Edition). In addition thereto notices were directed to be served on the Regional Director (Northern Region), Registrar of Companies, NCT of Delhi and Haryana, Official Liquidator, the Income Tax Department and to the other relevant sectoral regulators.

3. It is seen from the records that the Petitioners have filed an affidavit affirming compliance of the order passed by the Tribunal. A perusal of the Affidavit discloses that the petitioners have effected the newspaper publication as directed in relation to the date of hearing of the petition. Further, the affidavit also discloses that copies of petition were duly served on the Regional Director, Northern Region, Registrar of Companies, Delhi and Haryana, Official Liquidator and Income Tax Department in compliance of the order and in proof of the same acknowledgement by the respective offices have also been place on record.

4. The Regional Director has filed its representation and has observed that the compliance with Section 232(3)(i) of the Companies

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CA(CAA) 35, (PB)/2019



Act,2013 be done. The companies have filed an undertaking to that effect.

5. The Official Liquidator has filed a report wherein it has been stated that he has not received any complaint against the proposed Scheme from any person/party interested in the scheme in any manner and that the affairs of the Petitioner Companies do not appear to have been conducted in a manner prejudicial to the interest of its members, creditors or public interest.
6. Certificates of respective Statutory auditors of the petitioner companies have been placed on record to the effect that Accounting Treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013.
7. It is pertinent to note that the income tax department in its reports has not made any adverse observations against the Scheme.
8. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner Companies to the proposed Scheme, and the affidavits filed by the Regional Director, Northern Region, Ministry of Corporate Affairs and the reports of official Liquidator and, there appears to be no impediment in

CA(CAA) 35 (PB)/2019



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sanctioning the present scheme. Consequently, sanction is hereby granted to the scheme under section 230 to 232 of the Companies Act, 2013. The Petitioners shall however remain bound to comply with the statutory requirements in accordance with law.

9. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

While approving the Scheme as above, we further clarify that this order should not be construed as an order in any granting exemption from payment of stamp duty, taxes including income tax, GST etc or any other charges, if any, and payment in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.

10. THIS TRIBUNAL DO FURTHER ORDER(S):

(A) WITH RESPECT TO TRANSFEROR COMPANIES  
AND TRANSFEREE COMPANY

1. That the Transferor Company stand dissolved without being wound up; and

CA(CAA) 35 (PB)/2019



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2. That all the property, rights and powers of all the Transferor Company be transferred without further act or deed, to the Transferee Company and accordingly the same shall pursuant to Section 232 of the Act, be transferred to and vest in the Transferee Company for all the estates and interests of the Transferor Company therein but subject nevertheless to all charges now affecting the same; and
3. That all the liabilities and duties of the Transferor Company be transferred without further act or deed, to Transferee Company and accordingly the same shall, pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the Transferee Company;
4. That all proceedings now pending by or against the Transferor Company by continued by or against the Transferee Company; and
5. That all the employees of the Transferor Company in Service, if any, on the date immediately preceding the date on which the scheme takes effect, i.e. the effective date shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not

CA(CAA) 35 (PB)/2019

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less favourable than those subsisting in concerned Transferor Companies on the said date.

6. That Petitioner Companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the Transferor Companies shall be dissolved and the Registrar of Companies shall place all documents relating to the Transferor Companies registered with him on the file kept by him in relation to the Transferee Company and the files relating to all the petitioner companies shall be consolidated accordingly.

Any person interested shall be at liberty to apply to the tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

No. 1596  
Date of Presentation  
of application for Copy. 01/10/19  
No. of Pages. 7  
Copying Fee. 57  
Registration & Postage Fee.  
Total ₹. 3000/-  
Date of Receipt &  
Record of Copy.  
Date of Preparation of Copy. 15/10/19  
Date of Delivery of Copy. 15/10/19  
(Vidya)



Sd/-

(M.M. KUMAR)  
PRESIDENT

Sd/-

(S.K. MOHAPATRA)  
MEMBER(T)

DD/DR/AR/Copy  
26.09.2019  
National Company Law Tribunal  
New Delhi

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CA(CAA)-35 (PB)/2019



Page 7 of 7

Sd/- 15.10.19  
Deputy Registrar  
National Company Law Tribunal  
CGO Complex, New Delhi-110003

**Subject:** Disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - UCPL  
**From:** Secretarial <secretarial@raunaqintl.com>  
**Date:** 01-01-2020, 06:40 pm  
**To:** Corp Relations <corp.relations@bseindia.com>  
**CC:** Prashant Khattry <prashant.khattry@bglindia.com>, Secretarial <secretarial@raunaqintl.com>  
**BCC:** Kaushal Narula <kaushal.narula@bglindia.com>, Vartika Malhotra <vartika@raunaqintl.com>

Dear Sir/Madam,

Please find enclosed herewith Disclosures under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

You are requested to take same on your records.

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**For Ultra Consultants Private Limited**

**Prabhat Chand Kothari**  
**Director**



— Attachments: —

Disclosure under Regulation 29 (2) of SAST.pdf

3.8 MB



# ULTRA CONSULTANTS PRIVATE LIMITED

Regd. Office : A-3, GREATER KAILASH-I, NEW DELHI-110048  
CIN : U74899DL1990PTC041386

01 January, 2020

The Manager (Listing)  
National Stock Exchange of India Ltd  
"Exchange Plaza", 5<sup>th</sup> Floor,  
Plot No. C-1, G - Block,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400051

The Manager (Listing)  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
PJ Towers, Dalal Street  
Fort, Mumbai - 400001

SYMBOL: BHARATGEAR

STOCKCODE: 505688

Subject: Disclosure In terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam,

This is to inform you that we have acquired 6,45,071 (Six Lakhs Forty Five Thousand and Seventy One) Equity Shares of Bharat Gears Limited pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company"). Please find enclosed herewith requisite disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in the prescribed format.

A copy of the judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019 approving the said amalgamation along with the master details of Future Consultants Private Limited on the website of Ministry of Corporate Affairs and approval mail dated December 18, 2019 of Ministry of Corporate Affairs for E-form INC-28 of Ultra Consultants Private Limited is enclosed herewith.

You are requested to take the same on your records.

Thanking You,  
For Ultra Consultants Private Limited

  
Prabhat Chand Kothari  
Director



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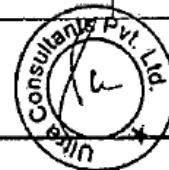


Encl: As Above

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	BHARAT GEARS LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	ULTRA CONSULTANTS PRIVATE LIMITED		
Whether the acquirer belongs to Promoter/Promoter group	YES		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE LIMITED (BSE) NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	7,66,038	8.23	8.23
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
<b>e) Total (a+b+c+d)</b>	<b>7,66,038</b>	<b>8.23</b>	<b>8.23</b>
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired	6,45,071	6.93	6.93
b) VRs acquired /sold otherwise than by shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	--	--	--
d) Shares encumbered / invoked/released by the acquirer.	--	--	--
<b>e) Total (a+b+c+d)</b>	<b>6,45,071</b>	<b>6.93</b>	<b>6.93</b>
<b>After the acquisition, holding of:</b>			
a) Shares carrying voting rights	14,11,109	15.16	15.16
b) Shares encumbered with the acquirer	--	--	--
c) VRs otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	--	--	--
<b>e) Total (a+b+c+d)</b>	<b>14,11,109</b>	<b>15.16</b>	<b>15.16</b>

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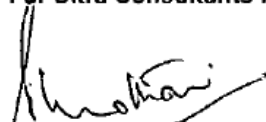
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off - market
Date of acquisition of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	30 December, 2019
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 9,30,60,950/-
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 9,30,60,950/-
Total diluted share/voting capital of the TC after the said acquisition	Rs. 9,30,60,950/-

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For Ultra Consultants Private Limited**

  
Prabhat Chand Kothari  
Director



Place: New Delhi  
Date: 01 January, 2020

\* Shares acquired pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company") approved vide judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019



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No. 1596  
Date of Presentation  
of application for Copy 01/10/19  
No. of Pages 7  
Copying Fee 575  
Postage Fee  
Total 3025  
Date of Presentation of Copy 15/10/19  
Date of Delivery of Copy 15/10/19

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH  
NEW DELHI

Company Petition No. (CAA) 35/PB/2019

Connected with

Company Application No. CA (CAA) 10/PB/2019

DR/AR/Court Officer  
National Company Law Tribunal  
New Delhi

Judgment dated: 26.09.2019

Coram:

CHIEF JUSTICE (Rtd.) SHRI M.M. KUMAR,

HON'BLE PRESIDENT

&

Mr. S. K. MOHAPATRA

MEMBER (TECHNICAL)\*

In the matter of:

Sections 230-232 and other applicable provisions of the Companies Act,  
2013 read with Companies (Compromises, Arrangements, and  
Amalgamations) Rules, 2016.

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

AMONGST

FUTURE CONSULTANTS PRIVATE LIMITED

Having Registered Office at:

CA(CAA) 35 (PB)/2019

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A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No. 1 / Transferor Company

**ULTRA CONSULTANTS PRIVATE LIMITED**

Having Registered Office at:

A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No.2/Transferee Company

For the Applicants: Mr. Ajay Garg, Advocate

**ORDER**

**M.M. KUMAR, PRESIDENT**

1. This Joint Application has been filed by the Petitioner Companies under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, for the purpose of the approval of the Scheme of Amalgamation. The copy of the Scheme has been placed on record.
2. A perusal of the petition that initially the First Motion application seeking directions for convening/dispensing with the meetings of Shareholders and Creditors was filed before this bench and based on such joint application moved under Sections 230-232 of the

CA(CAA) 35 (PB)/2019

Page 2 of 7

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Companies Act, 2013, this Tribunal vide its first motion order issued directions with respect to the same. The Petitioners were directed to carry out publication in the newspapers English Daily 'Business Standard' (Delhi Edition) as well as in Hindi Daily 'Jansatta' (Delhi Edition). In addition thereto notices were directed to be served on the Regional Director (Northern Region), Registrar of Companies, NCT of Delhi and Haryana, Official Liquidator, the Income Tax Department and to the other relevant sectoral regulators.

3. It is seen from the records that the Petitioners have filed an affidavit affirming compliance of the order passed by the Tribunal. A perusal of the Affidavit discloses that the petitioners have effected the newspaper publication as directed in relation to the date of hearing of the petition. Further, the affidavit also discloses that copies of petition were duly served on the Regional Director, Northern Region, Registrar of Companies, Delhi and Haryana, Official Liquidator and Income Tax Department in compliance of the order and in proof of the same acknowledgement by the respective offices have also been place on record.

4. The Regional Director has filed its representation and has observed that the compliance with Section 232(3)(i) of the Companies

CA(CAA) 35 (PB)/2019

Page 3 of 7

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Act, 2013 be done. The companies have filed an undertaking to that effect.

5. The Official Liquidator has filed a report wherein it has been stated that he has not received any complaint against the proposed Scheme from any person/party interested in the scheme in any manner and that the affairs of the Petitioner Companies do not appear to have been conducted in a manner prejudicial to the interest of its members, creditors or public interest.
6. Certificates of respective Statutory auditors of the petitioner companies have been placed on record to the effect that Accounting Treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013.
7. It is pertinent to note that the income tax department in its reports has not made any adverse observations against the Scheme.
8. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner Companies to the proposed Scheme, and the affidavits filed by the Regional Director, Northern Region, Ministry of Corporate Affairs and the reports of official Liquidator and, there appears to be no impediment in

CA(CAA) 35 (PB)/2019

Page 4 of 7

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sanctioning the present scheme. Consequently, sanction is hereby granted to the scheme under section 230 to 232 of the Companies Act, 2013. The Petitioners shall however remain bound to comply with the statutory requirements in accordance with law.

9. Notwithstanding the above, if there is any deficiency found or violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

While approving the Scheme as above, we further clarify that this order should not be construed as an order in any granting exemption from payment of stamp duty, taxes including income tax, GST etc or any other charges, if any, and payment in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.

10. THIS TRIBUNAL DO FURTHER ORDER(S):

(A) WITH RESPECT TO TRANSFEROR COMPANIES  
AND TRANSFEREE COMPANY

1. That the Transferor Company stand dissolved without being wound up; and.

CA(CAA) 35 (PB)/2019



Page 5 of 7

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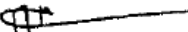


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2. That all the property, rights and powers of all the Transferor Company be transferred without further act or deed, to the transferee Company and accordingly the same shall pursuant to Section 232 of the Act, be transferred to and vest in the Transferee Company for all the estates and interests of the Transferor Company therein but subject nevertheless to all charges now affecting the same; and
3. That all the liabilities and duties of the Transferor Company be transferred without further act or deed, to Transferee Company and accordingly the same shall, pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the Transferee Company;
4. That all proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company; and
5. That all the employees of the Transferor Company in Service, if any, on the date immediately preceding the date on which the scheme takes effect, i.e. the effective date shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not

  
CA(CAA) 35 (PB)/2019



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Page 6 of 7

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less favourable than those subsisting in concerned Transferor Companies on the said date.

6. That Petitioner Companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the Transferor Companies shall be dissolved and the Registrar of Companies shall place all documents relating to the Transferor Companies registered with him on the file kept by him in relation to the Transferee Company and the files relating to all the petitioner companies shall be consolidated accordingly.

Any person interested shall be at liberty to apply to the tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

No. 1596  
Date of Presentation  
Application for Copy 21/10/19  
No. of Pages 7  
Copying Fee 57  
Registration & Postage Fee  
Total ₹ 3000  
Date of Receipt &  
Record of Copy  
Date of Preparation of Copy 15/10/19  
Date of Delivery of Copy 15/10/19  
(vidya)

DD/REGAR/Company Officer  
28.09.2019  
National Company Law Tribunal  
New Delhi



Sd/-

(M.M. KUMAR)  
PRESIDENT

Sd/-

(S.K. MOHAPATRA)  
MEMBER(T)



CA(CAN) 35 (PB)/2019

Page 7 of 7

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Deputy Registrar  
National Company Law Tribunal  
CGO Complex, New Delhi-110003

**Company Master Data**

CIN	U74140DL1988PTC034430
Company Name	FUTURE CONSULTANTS PRIVATE LIMITED
ROC Code	RoC-Delhi
Registration Number	034430
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	50500000
Paid up Capital(Rs)	27824730
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	28/12/1988
Registered Address	A-3, GREATER KAILASH-I, NEW DELHI DL 110048 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	secretarial@raunaqintl.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE compliant
Suspended at stock exchange	-
Date of last AGM	23/09/2019
Date of Balance Sheet	31/03/2019
Company Status(for efilling)	Amalgamated

**Charges**

Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
No Charges Exists for Company/LLP				

**Directors/Signatory Details**

DIN/PAN	Name	Begin date	End date	Surrendered DIN
00024492	PRABHAT CHAND KOTHARI	10/06/2005	-	
00033524	SURINDER PAUL KANWAR	28/12/2006	-	



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**Subject:** Approval of SRN R11270238 dated 07.11.2019  
**From:** MCA21 Administrator <MCAADM@MCA.GOV.IN>  
**Date:** 18-Dec-19, 6:08 PM  
**To:** <secretarial@raunaqintl.com>, <pckothari9@hotmail.com>, <VARTIKA0205@GMAIL.COM>

Dear Sir/Madam,

This is to inform you that the eform INC-28 submitted on the MCA portal in respect of ULTRA CONSULTANTS PRIVATE LIMITED vide SRN R11270238 dated 07/11/2019 has been APPROVED. This is an acknowledgment for the same.

In case of any further query or for all future communication of this request, please use your Service Request Number as the reference and raise a ticket at <http://www.mca.gov.in/DCAPortalWeb/dca/MyMCALogin.do?method=setDefaultProperty&mode=46>.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

Notice: The information contained in this e-mail message and/or attachments to it may contain confidential or privileged information. If you are not the intended recipient, any dissemination, use, review, distribution, printing or copying of the information contained in this e-mail message and/or attachments to it are strictly prohibited. If you have received this communication in error, please notify us by reply e-mail at [appl.helpdesk@mca.gov.in](mailto:appl.helpdesk@mca.gov.in) or telephone at help desk contact number 0124-4832500 and immediately and permanently delete the message and any attachments.

Thank you

Notice: The information contained in this e-mail message and/or attachments to it may contain confidential or privileged information. If you are not the intended recipient, any dissemination, use, review, distribution, printing or copying of the information contained in this e-mail message and/or attachments to it are strictly prohibited. If you have received this communication in error, please notify us by reply e-mail or telephone and immediately and permanently delete the message and any attachments. Thank you



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**Subject:** Disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - UCPL

**From:** Secretarial <secretarial@raunaqintl.com>

**Date:** 01-01-2020, 06:40 pm

**To:** takeover@nse.co.in

**CC:** Prashant Khattry <prashant.khattry@bglindia.com>, Secretarial <secretarial@raunaqintl.com>

**BCC:** Kaushal Narula <kaushal.narula@bglindia.com>, Vartika Malhotra <vartika@raunaqintl.com>

Dear Sir/Madam,

Please find enclosed herewith Disclosures under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

You are requested to take same on your records.

**For Ultra Consultants Private Limited**

**Prabhat Chand Kothari**  
**Director**

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— Attachments: —

Disclosure under Regulation 29 (2) of SAST.pdf

4.0 MB

# ULTRA CONSULTANTS PRIVATE LIMITED

Regd. Office : A-3, GREATER KAILASH-I, NEW DELHI-110048  
CIN : U74899DL1990PTC041386

01 January, 2020

The Manager (Listing)  
National Stock Exchange of India Ltd  
"Exchange Plaza", 5<sup>th</sup> Floor,  
Plot No. C-1, G - Block,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400051

~~The Manager (Listing)  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
PJ Towers, Dalal Street  
Fort, Mumbai - 400001~~

SYMBOL: BHARATGEAR

STOCKCODE: 505688

Subject: Disclosure In terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011


Dear Sir/Madam,

This is to inform you that we have acquired 6,45,071 (Six Lakhs Forty Five Thousand and Seventy One) Equity Shares of Bharat Gears Limited pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company"). Please find enclosed herewith requisite disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in the prescribed format.

A copy of the judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019 approving the said amalgamation along with the master details of Future Consultants Private Limited on the website of Ministry of Corporate Affairs and approval mail dated December 18, 2019 of Ministry of Corporate Affairs for E-form INC-28 of Ultra Consultants Private Limited is enclosed herewith.

You are requested to take the same on your records.

Thanking You,  
For Ultra Consultants Private Limited

  
Prabhat Chand Kothari  
Director

Encl: As Above



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E-mail : [secretariat@raunagintl.com](mailto:secretariat@raunagintl.com)  
Telephone No. 0129-4288888

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	BHARAT GEARS LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	ULTRA CONSULTANTS PRIVATE LIMITED		
Whether the acquirer belongs to Promoter/Promoter group	YES		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE LIMITED (BSE) NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	7,66,038	8.23	8.23
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
<b>e) Total (a+b+c+d)</b>	<b>7,66,038</b>	<b>8.23</b>	<b>8.23</b>
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired	6,45,071	6.93	6.93
b) VRs acquired /sold otherwise than by shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	--	--	--
d) Shares encumbered / invoked/released by the acquirer.	--	--	--
<b>e) Total (a+b+c+d)</b>	<b>6,45,071</b>	<b>6.93</b>	<b>6.93</b>
<b>After the acquisition, holding of:</b>			
a) Shares carrying voting rights	14,11,109	15.16	15.16
b) Shares encumbered with the acquirer	--	--	--
c) VRs otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	--	--	--
<b>e) Total (a+b+c+d)</b>	<b>14,11,109</b>	<b>15.16</b>	<b>15.16</b>

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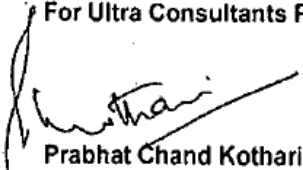
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off - market
Date of acquisition of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	30 December, 2019
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 9,30,60,950/-
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 9,30,60,950/-
Total diluted share/voting capital of the TC after the said acquisition	Rs. 9,30,60,950/-

Note:

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Ultra Consultants Private Limited

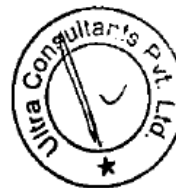
  
Prabhat Chand Kothari  
Director



Place: New Delhi  
Date: 01 January, 2020

\* Shares acquired pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company") approved vide judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH  
NEW DELHI

No. 1596  
Date of Presentation  
of application for Copy 01/10/19  
No. of Pages 7  
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Company Petition No. (CAA) 35/PB/2019

Connected with

Company Application No. CA (CAA) 10/PB/2019

*S. K. Mohapatra*  
DD/DR/AR/Court Officer  
National Company Law Tribunal  
New Delhi

Judgment dated: 26.09.2019

Coram:

CHIEF JUSTICE (Retd.) SHRI M.M. KUMAR,

HON'BLE PRESIDENT

&

Mr. S. K. MOHAPATRA

MEMBER (TECHNICAL)\*

In the matter of:

Sections 230-232 and other applicable provisions of the Companies Act,  
2013 read with Companies (Compromises, Arrangements, and  
Amalgamations) Rules, 2016.

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

AMONGST

FUTURE CONSULTANTS PRIVATE LIMITED

Having Registered Office at:

CA(CAA) 35 (PB)/2019

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Page 1 of 7

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A-3, Greater Kailash-I

New Delhi-110048

..... Applicant Company No. 1 / Transferor Company

**ULTRA CONSULTANTS PRIVATE LIMITED**

Having Registered Office at:

A-3, Greater Kailash-I

New Delhi-110048

..... Applicant Company No.2/ Transferee Company

For the Applicants: Mr. Ajay Garg, Advocate

**ORDER**

**M.M. KUMAR, PRESIDENT**

1. This Joint Application has been filed by the Petitioner Companies under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, for the purpose of the approval of the Scheme of Amalgamation. The copy of the Scheme has been placed on record.
2. A perusal of the petition that initially the First Motion application seeking directions for convening/dispensing with the meetings of Shareholders and Creditors was filed before this bench and based on such joint application moved under Sections 230-232 of the

CA(CAA) 35 (PB)/2019

Page 2 of 7

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Companies Act, 2013, this Tribunal vide its first motion order issued directions with respect to the same. The Petitioners were directed to carry out publication in the newspapers English Daily 'Business Standard' (Delhi Edition) as well as in Hindi Daily 'Jansatta' (Delhi Edition). In addition thereto notices were directed to be served on the Regional Director (Northern Region), Registrar of Companies, NCT of Delhi and Haryana, Official Liquidator, the Income Tax Department and to the other relevant sectoral regulators.

3. It is seen from the records that the Petitioners have filed an affidavit affirming compliance of the order passed by the Tribunal. A perusal of the Affidavit discloses that the petitioners have effected the newspaper publication as directed in relation to the date of hearing of the petition. Further, the affidavit also discloses that copies of petition were duly served on the Regional Director, Northern Region, Registrar of Companies, Delhi and Haryana, Official Liquidator and Income Tax Department in compliance of the order and in proof of the same acknowledgement by the respective offices have also been place on record.

4. The Regional Director has filed its representation and has observed that the compliance with Section 232(3)(i) of the Companies

CA(CAA) 35 (PB)/2019

Page 3 of 7

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Act, 2013 be done. The companies have filed an undertaking to that effect.

5. The Official Liquidator has filed a report wherein it has been stated that he has not received any complaint against the proposed Scheme from any person/party interested in the scheme in any manner and that the affairs of the Petitioner Companies do not appear to have been conducted in a manner prejudicial to the interest of its members, creditors or public interest.
6. Certificates of respective Statutory auditors of the petitioner companies have been placed on record to the effect that Accounting Treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013.
7. It is pertinent to note that the income tax department in its reports has not made any adverse observations against the Scheme.
8. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner Companies to the proposed Scheme, and the affidavits filed by the Regional Director, Northern Region, Ministry of Corporate Affairs and the reports of official Liquidator and, there appears to be no impediment in

CA(CAA) 35 (PB)/2019

Page 4 of 7

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sanctioning the present scheme. Consequently, sanction is hereby granted to the scheme under section 230 to 232 of the Companies Act, 2013. The Petitioners shall however remain bound to comply with the statutory requirements in accordance with law.

9. Notwithstanding the above, if there is any deficiency found or violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

While approving the Scheme as above, we further clarify that this order should not be construed as an order in any granting exemption from payment of stamp duty, taxes including income tax, GST etc or any other charges, if any, and payment in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.

10. THIS TRIBUNAL DO FURTHER ORDER(S):

(A) WITH RESPECT TO TRANSFEROR COMPANIES  
AND TRANSFEREE COMPANY

1. That the Transferor Company stand dissolved without being wound up; and.

CA(CAA) 35 (PB)/2019

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Page 5 of 7

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2. That all the property, rights and powers of all the Transferor Company be transferred without further act or deed, to the Transferee Company and accordingly the same shall pursuant to Section 232 of the Act, be transferred to and vest in the Transferee Company for all the estates and interests of the Transferor Company therein but subject nevertheless to all charges now affecting the same; and.
3. That all the liabilities and duties of the Transferor Company be transferred without further act or deed, to Transferee Company and accordingly the same shall, pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the Transferee Company;
4. That all proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company; and
5. That all the employees of the Transferor Company in Service, if any, on the date immediately preceding the date on which the scheme takes effect, i.e. the effective date shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not

CA(CAA) 35 (PB)/2019

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Page 6 of 7



less favourable than those subsisting in concerned Transferor Companies on the said date.

6. That Petitioner Companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the Transferor Companies shall be dissolved and the Registrar of Companies shall place all documents relating to the Transferor Companies registered with him on the file kept by him in relation to the Transferee Company and the files relating to all the petitioner companies shall be consolidated accordingly.

Any person interested shall be at liberty to apply to the tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

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(vidya)

15.10.19  
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28.09.2019  
National Company Law Tribunal  
New Delhi



*Sell*

(M.M. KUMAR)  
PRESIDENT

*Sell*

(S.K. MOHAPATRA)  
MEMBER(T)



CA(CAA) 35 (PB)/2019

Page 7 of 7

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*Sell*  
Deputy Registrar  
National Company Law Tribunal  
CGO Complex, New Delhi-110003

**Company Master Data**

CIN	U74140DL1988PTC034430
Company Name	FUTURE CONSULTANTS PRIVATE LIMITED
ROC Code	RoC-Delhi
Registration Number	034430
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	50500000
Paid up Capital(Rs)	27824730
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	28/12/1988
Registered Address	A-3, GREATER KAILASH-I, NEW DELHI DL 110048 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	secretarial@raunaqintl.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE compliant
Suspended at stock exchange	-
Date of last AGM	23/09/2019
Date of Balance Sheet	31/03/2019
Company Status(for efilling)	Amalgamated

**Charges**

Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
No Charges Exists for Company/LLP				

**Directors/Signatory Details**

DIN/PAN	Name	Begin date	End date	Surrendered DIN
00024492	PRABHAT CHAND KOTHARI	10/06/2005	-	
00033524	SURINDER PAUL KANWAR	28/12/2006	-	

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**Subject:** Approval of SRN R11270238 dated 07.11.2019  
**From:** MCA21 Administrator <MCAADM@MCA.GOV.IN>  
**Date:** 18-Dec-19, 6:08 PM  
**To:** <secretarial@raunaqintl.com>, <pckothari9@hotmail.com>, <VARTIKA0205@GMAIL.COM>

Dear Sir/Madam,

This is to inform you that the eform INC-28 submitted on the MCA portal in respect of ULTRA CONSULTANTS PRIVATE LIMITED vide SRN R11270238 dated 07/11/2019 has been APPROVED. This is an acknowledgment for the same.

In case of any further query or for all future communication of this request, please use your Service Request Number as the reference and raise a ticket at <http://www.mca.gov.in/DCAPortalWeb/dca/MyMCALogin.do?method=setDefaultProperty&mode=46>.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

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Thank you

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**Subject:** Disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - FCPL  
**From:** Secretarial <secretarial@raunaqintl.com>  
**Date:** 01-01-2020, 06:42 pm  
**To:** Corp Relations <corp.relations@bseindia.com>  
**CC:** Prashant Khattry <prashant.khattry@bglindia.com>, Secretarial <secretarial@raunaqintl.com>  
**BCC:** Kaushal Narula <kaushal.narula@bglindia.com>, Vartika Malhotra <vartika@raunaqintl.com>

Dear Sir/Madam,

Please find enclosed herewith Disclosures under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

You are requested to take same on your records.

CERTIFIED TRUE COPY

Thanking you,  
Yours faithfully,



**Prabhat Chand Kothari**  
**Director of Future Consultants Private Limited (Amalgamated into Ultra Consultants Private Limited)**

— Attachments: \_\_\_\_\_

Disclosure under Regulation 29 (2) of SEBI

3.5 MB

01 January, 2020

The Manager (Listing)  
National Stock Exchange of India Ltd  
"Exchange Plaza", 5<sup>th</sup> Floor,  
Plot No. C-1, G - Block,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400051

The Manager (Listing)  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
PJ Towers, Dalal Street  
Fort, Mumbai - 400001

**SYMBOL: BHARATGEAR**

**STOCKCODE: 505688**

**Subject: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

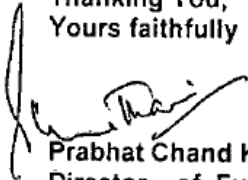
Dear Sir/Madam,

This is to inform you that we have transferred 6,45,071 (Six Lakhs Forty Five Thousand and Seventy One) Equity Shares of Bharat Gears Limited pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company"). Please find enclosed herewith requisite disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in the prescribed format.

A copy of the judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019 approving the said amalgamation along with the master details of Future Consultants Private Limited on the website of Ministry of Corporate Affairs and approval mail dated December 18, 2019 of Ministry of Corporate Affairs for E-form INC-28 of Ultra Consultants Private Limited is enclosed herewith.

You are requested to take the same on your records.

Thanking You,  
Yours faithfully



Prabhat Chand Kothari  
Director of Future Consultants Private Limited (Amalgamated Into Ultra Consultants Private Limited)

Encl: As Above



**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	BHARAT GEARS LIMITED		
Name(s) of the seller and Persons Acting in Concert (PAC) with the seller	FUTURE CONSULTANTS PRIVATE LIMITED		
Whether the seller belongs to Promoter/Promoter group	YES		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE LIMITED (BSE) NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the disposal under consideration, holding of :			
a) Shares carrying voting rights	6,45,071	6.93	6.93
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
e) Total (a+b+c+d)	6,45,071	6.93	6.93
Details of sale			
a) Shares carrying voting rights sold	6,45,071	6.93	6.93
b) VRs acquired /sold otherwise than by shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	--	--	--
d) Shares encumbered / invoked/released by the acquirer.	--	--	--
e) Total (a+b+c+d)	6,45,071	6.93	6.93
After the sale, holding of:			
a) Shares carrying voting rights	--	--	--
b) Shares encumbered with the acquirer	--	--	--
c) VRs otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	--	--	--
e) Total (a+b+c+d)	--	--	--

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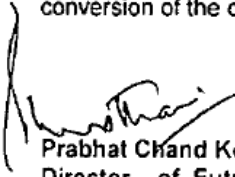


Mode of sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off - market
Date of sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	30 December, 2019
Equity share capital / total voting capital of the TC before the said sale	Rs. 9,30,60,950/-
Equity share capital/ total voting capital of the TC after the said sale	Rs. 9,30,60,950/-
Total diluted share/voting capital of the TC after the said sale	Rs. 9,30,60,950/-

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Prabhat Chand Kothari  
Director of Future Consultants Private Limited (Amalgamated Into Ultra Consultants Private Limited)

Place: New Delhi  
Date: 01 January, 2020

\* Shares disposed pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company") approved vide judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019

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No. 1596  
Date of Presentation  
of application for Copy 21/10/19  
No. of Pages 7  
Copying Fee 5/-  
Postage Fee  
Total ₹ 3000/-  
Date of Receipt  
Record of  
Date of Preparation of Copy 15/10/19  
Date of Delivery of Copy 15/10/19

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
PRINCIPAL BENCH  
NEW DELHI

Company Petition No. (CAA) 35/PB/2019

Connected with

Company Application No. CA (CAA) 10/PB/2019

*[Signature]*  
DD/DR/AR/Court Officer  
National Company Law Tribunal  
New Delhi

Judgment dated: 26.09.2019

Coram:

CHIEF JUSTICE (Rtd.) SHRI M.M. KUMAR,  
HON'BLE PRESIDENT  
&  
Mr. S. K. MOHAPATRA  
MEMBER (TECHNICAL)\*

In the matter of:

Sections 230-232 and other applicable provisions of the Companies Act,  
2013 read with Companies (Compromises, Arrangements, and  
Amalgamations) Rules, 2016.

AND

IN THE MATTER OF SCHEME OF AMALGAMATION  
AMONGST

FUTURE CONSULTANTS PRIVATE LIMITED

Having Registered Office at:

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CA(CAA) 35 (PB)/2019  
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A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No. 1 / Transferor Company

**ULTRA CONSULTANTS PRIVATE LIMITED**

Having Registered Office at:

A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No.2/ Transferee Company

For the Applicants: Mr. Ajay Garg, Advocate

**ORDER**

**M.M. KUMAR, PRESIDENT**

1. This Joint Application has been filed by the Petitioner Companies under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, for the purpose of the approval of the Scheme of Amalgamation. The copy of the Scheme has been placed on record.
2. A perusal of the petition that initially the First Motion application seeking directions for convening/dispensing with the meetings of Shareholders and Creditors was filed before this bench and based on such joint application moved under Sections 230-232 of the

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CA(CAA) 35 (PB)/2019

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Page 2 of 7

Companies Act, 2013, this Tribunal vide its first motion order issued directions with respect to the same. The Petitioners were directed to carry out publication in the newspapers English Daily 'Business Standard' (Delhi Edition) as well as in Hindi Daily 'Jansatta' (Delhi Edition). In addition thereto notices were directed to be served on the Regional Director (Northern Region), Registrar of Companies, NCT of Delhi and Haryana, Official Liquidator, the Income Tax Department and to the other relevant sectoral regulators.

3. It is seen from the records that the Petitioners have filed an affidavit affirming compliance of the order passed by the Tribunal. A perusal of the Affidavit discloses that the petitioners have effected the newspaper publication as directed in relation to the date of hearing of the petition. Further, the affidavit also discloses that copies of petition were duly served on the Regional Director, Northern Region, Registrar of Companies, Delhi and Haryana, Official Liquidator and Income Tax Department in compliance of the order and in proof of the same acknowledgement by the respective offices have also been place on record.

4. The Regional Director has filed its representation and has observed that the compliance with Section 232(3)(i) of the Companies

CA(CAA) 35 (PB)/2019

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Act, 2013 be done. The companies have filed an undertaking to that effect.

5. The Official Liquidator has filed a report wherein it has been stated that he has not received any complaint against the proposed Scheme from any person/party interested in the scheme in any manner and that the affairs of the Petitioner Companies do not appear to have been conducted in a manner prejudicial to the interest of its members, creditors or public interest.
6. Certificates of respective Statutory auditors of the petitioner companies have been placed on record to the effect that Accounting Treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013.
7. It is pertinent to note that the income tax department in its reports has not made any adverse observations against the Scheme.
8. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner Companies to the proposed Scheme, and the affidavits filed by the Regional Director, Northern Region, Ministry of Corporate Affairs and the reports of official Liquidator and, there appears to be no impediment in

CA(CAA) 35'(PB)/2019

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Page 4 of 7

sanctioning the present scheme. Consequently, sanction is hereby granted to the scheme under section 230 to 232 of the Companies Act, 2013, The Petitioners shall however remain bound to comply with the statutory requirements in accordance with law.

9. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

While approving the Scheme as above, we further clarify that this order should not be construed as an order in any granting exemption from payment of stamp duty, taxes including income tax, GST etc or any other charges, if any, and payment in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.

10. THIS TRIBUNAL DO FURTHER ORDER(S):

- (A) WITH RESPECT TO TRANSFEROR COMPANIES  
AND TRANSFEREE COMPANY

1. That the Transferor Company stand dissolved without being wound up; and

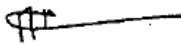
CA(CAA) 35 (PB)/2019  
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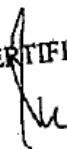
Page 5 of 7

2. That all the property, rights and powers of all the Transferor Company be transferred without further act or deed, to the Transferee Company and accordingly the same shall pursuant to Section 232 of the Act, be transferred to and vest in the Transferee Company for all the estates and interests of the Transferor Company therein but subject nevertheless to all charges now affecting the same; and
3. That all the liabilities and duties of the Transferor Company be transferred without further act or deed, to Transferee Company and accordingly the same shall, pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the Transferee Company;
4. That all proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company; and
5. That all the employees of the Transferor Company in Service, if any, on the date immediately preceding the date on which the scheme takes effect, i.e. the effective date shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not

  
CA(CAA) 35 (PB)/2019



Page 6 of 7

  
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less favourable than those subsisting in concerned Transferor Companies on the said date.

6. That Petitioner Companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the Transferor Companies shall be dissolved and the Registrar of Companies shall place all documents relating to the Transferor Companies registered with him on the file kept by him in relation to the Transferee Company and the files relating to all the petitioner companies shall be consolidated accordingly.

Any person interested shall be at liberty to apply to the tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

No. 1596  
Date of Presentation  
Application for Copy 01/10/19  
No. of Pages 7  
Copying Fee 5/-  
Registration & Postage Fee  
Total ₹ 3000/-  
Date of Receipt  
Record of Copy  
Date of Preparation of Copy 15/10/19  
Date of Delivery of Copy 15/10/19  
(vidya)

15.10.19  
DE/DIVAR/Contt Officer  
National Company Law Tribunal  
New Delhi

CA(CAA) 35 (PB)/2019

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Sd/-

(M.M. KUMAR)  
PRESIDENT

Sd/-

(S.K. MOHAPATRA)  
MEMBER(T)

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Handwritten signature

Page 7 of 7

Deputy Registrar  
National Company Law Tribunal  
CGO Complex, New Delhi-110003

**Company Master Data**

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DIN/PAN	Name	Begin date	End date	Surrendered	DIN
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Thank you

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**Subject:** Disclosure under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - FCPL  
**From:** Secretarial <secretarial@raunaqintl.com>  
**Date:** 01-01-2020, 06:43 pm  
**To:** takeover@nse.co.in  
**CC:** Prashant Khattry <prashant.khattry@bglindia.com>, Secretarial <secretarial@raunaqintl.com>  
**BCC:** Kaushal Narula <kaushal.narula@bglindia.com>, Vartika Malhotra <vartika@raunaqintl.com>

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Thanking you,  
Yours faithfully,



**Prabhat Chand Kothari**  
**Director of Future Consultants Private Limited (Amalgamated into Ultra Consultants Private Limited)**

— Attachments: —

Disclosure under Regulation 29 (2) of SEBI

3.8 MB

01 January, 2020

The Manager (Listing)  
National Stock Exchange of India Ltd  
"Exchange Plaza", 5<sup>th</sup> Floor,  
Plot No. C-1, G - Block,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400051

~~The Manager (Listing)  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building  
PJ Towers, Dalal Street  
Fort, Mumbai - 400001~~

SYMBOL: BHARATGEAR

STOCKCODE: 505688

Subject: Disclosure In terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

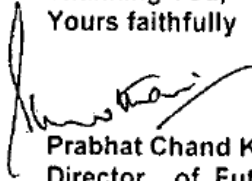
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Yours faithfully



Prabhat Chand Kothari  
Director of Future Consultants Private Limited (Amalgamated Into Ultra Consultants Private Limited)

Encl: As Above





**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

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<b>Before the disposal under consideration, holding of :</b>			
a) Shares carrying voting rights	6,45,071	6.93	6.93
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
<b>e) Total (a+b+c+d)</b>	<b>6,45,071</b>	<b>6.93</b>	<b>6.93</b>
<b>Details of sale</b>			
a) Shares carrying voting rights sold	6,45,071	6.93	6.93
b) VRs acquired /sold otherwise than by shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	--	--	--
d) Shares encumbered / invoked/released by the acquirer.	--	--	--
<b>e) Total (a+b+c+d)</b>	<b>6,45,071</b>	<b>6.93</b>	<b>6.93</b>
<b>After the sale, holding of:</b>			
a) Shares carrying voting rights	--	--	--
b) Shares encumbered with the acquirer	--	--	--
c) VRs otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	--	--	--
<b>e) Total (a+b+c+d)</b>	<b>--</b>	<b>--</b>	<b>--</b>

*[Handwritten Signature]*

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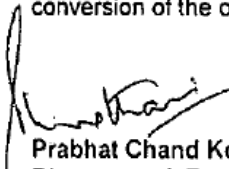


Mode of sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off - market
Date of sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	30 December, 2019
Equity share capital / total voting capital of the TC before the said sale	Rs. 9,30,60,950/-
Equity share capital/ total voting capital of the TC after the said sale	Rs. 9,30,60,950/-
Total diluted share/voting capital of the TC after the said sale	Rs. 9,30,60,950/-

**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Prabhat Chand Kothari  
 Director of Future Consultants Private Limited (Amalgamated Into Ultra Consultants Private Limited)

Place: New Delhi  
 Date: 01 January, 2020

\* Shares disposed pursuant to amalgamation of Future Consultants Private Limited ("Transferor Company") with Ultra Consultants Private Limited ("Transferee Company") approved vide judgement of Hon'ble National Company Law Tribunal, Principal Bench, New Delhi dated September 26, 2019

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No. 1596  
Date of Presentation  
of application for Copy 01/10/19  
No. of Pages 7  
Copying Fee 57  
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Total 3000  
Date of Receipt  
Record of  
Date of Preparation of Copy 19/10/19  
Date of Delivery of Copy 19/10/19

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH  
NEW DELHI

Company Petition No. (CAA) 35/PB/2019

Connected with

Company Application No. CA (CAA)10/PB/2019

PP/DR/AR/Court Officer  
National Company Law Tribunal  
New Delhi

Judgment dated: 26.09.2019

Goram:

CHIEF JUSTICE (Rtd.) SHRI M.M. KUMAR,

HON'BLE PRESIDENT

&

Mr. S. K. MOHAPATRA

MEMBER (TECHNICAL)\*

In the matter of:

Sections 230-232 and other applicable provisions of the Companies Act,  
2013 read with Companies (Compromises, Arrangements, and  
Amalgamations) Rules, 2016.

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

AMONGST

FUTURE CONSULTANTS PRIVATE LIMITED

Having Registered Office at:

CA(CAA) 35 (PB)/2019

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Page 1 of 7

A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No. 1 / Transferor Company

**ULTRA CONSULTANTS PRIVATE LIMITED**

Having Registered Office at:

A-3, Greater Kailash-1

New Delhi-110048

..... Applicant Company No.2/ Transferee Company

For the Applicants: Mr. Ajay Garg, Advocate

**ORDER**

**M.M. KUMAR, PRESIDENT**

1. This Joint Application has been filed by the Petitioner Companies under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, for the purpose of the approval of the Scheme of Amalgamation. The copy of the Scheme has been placed on record.
2. A perusal of the petition that initially the First Motion application seeking directions for convening/dispensing with the meetings of Shareholders and Creditors was filed before this bench and based on such joint application moved under Sections 230-232 of the

CA(CAA) 35 (PB)/2019

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Companies Act, 2013, this Tribunal vide its first motion order issued directions with respect to the same. The Petitioners were directed to carry out publication in the newspapers English Daily 'Business Standard' (Delhi Edition) as well as in Hindi Daily 'Jansatta' (Delhi Edition). In addition thereto notices were directed to be served on the Regional Director (Northern Region), Registrar of Companies, NCT of Delhi and Haryana, Official Liquidator, the Income Tax Department and to the other relevant sectoral regulators.

3. It is seen from the records that the Petitioners have filed an affidavit affirming compliance of the order passed by the Tribunal. A perusal of the Affidavit discloses that the petitioners have effected the newspaper publication as directed in relation to the date of hearing of the petition. Further, the affidavit also discloses that copies of petition were duly served on the Regional Director, Northern Region, Registrar of Companies, Delhi and Haryana, Official Liquidator and Income Tax Department in compliance of the order and in proof of the same acknowledgement by the respective offices have also been place on record.

4. The Regional Director has filed its representation and has observed that the compliance with Section 232(3)(i) of the Companies

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Act, 2013 be done. The companies have filed an undertaking to that effect.

5. The Official Liquidator has filed a report wherein it has been stated that he has not received any complaint against the proposed Scheme from any person/party interested in the scheme in any manner and that the affairs of the Petitioner Companies do not appear to have been conducted in a manner prejudicial to the interest of its members, creditors or public interest.
6. Certificates of respective Statutory auditors of the petitioner companies have been placed on record to the effect that Accounting Treatment proposed in the Scheme of Arrangement is in conformity with the Accounting Standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013.
7. It is pertinent to note that the income tax department in its reports has not made any adverse observations against the Scheme.
8. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner Companies to the proposed Scheme, and the affidavits filed by the Regional Director, Northern Region, Ministry of Corporate Affairs and the reports of official Liquidator and, there appears to be no impediment in

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sanctioning the present scheme. Consequently, sanction is hereby granted to the scheme under section 230 to 232 of the Companies Act, 2013. The Petitioners shall however remain bound to comply with the statutory requirements in accordance with law.

9. Notwithstanding the above, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

While approving the Scheme as above, we further clarify that this order should not be construed as an order in any granting exemption from payment of stamp duty, taxes including income tax, GST etc or any other charges, if any, and payment in accordance with law or in respect of any permission/compliance with any other requirement which may be specifically required under any law.

10. THIS TRIBUNAL DO FURTHER ORDER(S):

(A) WITH RESPECT TO TRANSFEROR COMPANIES  
AND TRANSFEREE COMPANY

1. That the Transferor Company stand dissolved without being wound up; and

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2. That all the property, rights and powers of all the Transferor Company be transferred without further act or deed, to the Transferee Company and accordingly the same shall pursuant to Section 232 of the Act, be transferred to and vest in the Transferee Company for all the estates and interests of the Transferor Company therein but subject nevertheless to all charges now affecting the same; and
3. That all the liabilities and duties of the Transferor Company be transferred without further act or deed, to Transferee Company and accordingly the same shall, pursuant to section 232 of the Act, be transferred to and become the liabilities and duties of the Transferee Company;
4. That all proceedings now pending by or against the Transferor Company by continued by or against the Transferee Company; and
5. That all the employees of the Transferor Company in Service, if any, on the date immediately preceding the date on which the scheme takes effect, i.e. the effective date shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not

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less favourable than those subsisting in concerned Transferor Companies on the said date.

6. That Petitioner Companies shall within thirty days of the date of the receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the Transferor Companies shall be dissolved and the Registrar of Companies shall place all documents relating to the Transferor Companies registered with him on the file kept by him in relation to the Transferee Company and the files relating to all the petitioner companies shall be consolidated accordingly.

Any person interested shall be at liberty to apply to the tribunal in the above matter for any directions that may be necessary.

The petition stands disposed of in the above terms.

No. 1596  
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Date of Preparation of Copy 15.10.19  
Date of Delivery of Copy 15.10.19  
(vidya)

DD/DVA/R/Company Officer  
26.09.2019  
National Company Law Tribunal  
New Delhi



*Self*

(M.M. KUMAR)  
PRESIDENT

*Self*

(S.K. MOHAPATRA)  
MEMBER(T)

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*Handwritten signature*

CA(CAA) 35 (PB)/2019

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*Handwritten signature*  
Deputy Registrar  
National Company Law Tribunal  
CGO Complex, New Delhi-110003

**Company Master Data**

CIN	U74140DL1988PTC034430
Company Name	FUTURE CONSULTANTS PRIVATE LIMITED
ROC Code	RoC-Delhi
Registration Number	034430
Company Category	Company limited by Shares
Company SubCategory	Non-govt company
Class of Company	Private
Authorised Capital(Rs)	50500000
Paid up Capital(Rs)	27824730
Number of Members(Applicable in case of company without Share Capital)	0
Date of Incorporation	28/12/1988
Registered Address	A-3, GREATER KAILASH-I, NEW DELHI DL 110048 IN
Address other than R/o where all or any books of account and papers are maintained	-
Email Id	secretarial@raunaqintl.com
Whether Listed or not	Unlisted
ACTIVE compliance	ACTIVE compliant
Suspended at stock exchange	-
Date of last AGM	23/09/2019
Date of Balance Sheet	31/03/2019
Company Status(for e filing)	Amalgamated

**Charges**

Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
No Charges Exists for Company/LLP				

**Directors/Signatory Details**

DIN/PAN	Name	Begin date	End date	Surrendered DIN
00024492	PRABHAT CHAND KOTHARI	10/06/2005	-	
00033524	SURINDER PAUL KANWAR	28/12/2006	-	

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**Subject:** Approval of SRN R11270238 dated 07.11.2019  
**From:** MCA21 Administrator <MCAADM@MCA.GOV.IN>  
**Date:** 18-Dec-19, 6:08 PM  
**To:** <secretarial@raunaqintl.com>, <pckothari9@hotmail.com>, <VARTIKA0205@GMAIL.COM>

Dear Sir/Madam,

This is to inform you that the eform INC-28 submitted on the MCA portal in respect of ULTRA CONSULTANTS PRIVATE LIMITED vide SRN R11270238 dated 07/11/2019 has been APPROVED. This is an acknowledgment for the same.

In case of any further query or for all future communication of this request, please use your Service Request Number as the reference and raise a ticket at <http://www.mca.gov.in/DCAPortalWeb/dca/MyMCALogin.do?method=setDefaultProperty&mode=46>.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

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कॉड नं. / CODE No: 03245  
Tel No. 01290-225591

मांगड्राफ्ट  
**DEMAND DRAFT**

Key: QEKMAV  
Sr. No: 881985

09012020  
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मांगे जानेपर SECURITIES AND EXCHANGE BORD OF INDIA\*\*\*\*\*

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IOI 000513006561  
Name of Applicant

Key: QEKMAV Sr. No: 881985  
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STATE BANK OF INDIA

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प्राधिकृत हस्ताक्षरकर्ता

AUTHORISED SIGNATORY

*Anju*  
BRANCH MANAGER  
51-154

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