

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", 5th Floor,
Plot No. C-1, G - Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400051

The Manager (Listing)
BSE Limited
1st 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

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 (**)
Before the acquisition under consideration, holding of :			
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)	--	--	--
e) Total (a+b+c+d)	7,66,038	8.23	8.23
Details of acquisition			
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.	--	--	--
e) Total (a+b+c+d)	6,45,071	6.93	6.93
After the acquisition, holding of:			
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	--	--	--
e) Total (a+b+c+d)	14,11,109	15.16	15.16



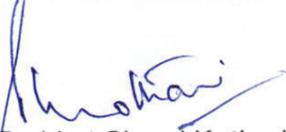
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off - market
Date of acquisition of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	30 December, 2019
Equity share capital / 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



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

No. 1596
Date of Presentation
of application for Copy 01/10/19
No. of Pages 7
Copying Fee 575
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

S. K. Mohapatra
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:

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

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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



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



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 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



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
DD/DIVAR/Copy Officer
26.09.2019
National Company Law Tribunal
New Delhi

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Sd/-
(M.M. KUMAR)
PRESIDENT

Sd/-
(S.K. MOHAPATRA)
MEMBER(T)

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Sd/-
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	-	

