

28.05.2018

Scrip Code: 532290/ BLBLIMITED
ISIN No.: INE791A01024

To,

The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

To,

The Manager (Listing)
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai-400 051

Sub.: NCLT order dated 23.05.2018


Dear Sir/Madam,

This is with reference to the captioned subject, we request you to kindly find enclosed herewith a copy of order received from National Company Law Tribunal, Chandigarh Bench, bearing No. CA(CAA) No. 09/Chd/Hry/2018 dated 23.05.2018, on the Scheme of Arrangement for amalgamation of BLB Commodities Limited (Transferor Company-1) and BLB Global Business Limited (Transferor Company-2) and Caprise Commodities Limited (Transferor Company-3) and Sri Sharadamba Properties Limited (Transferor Company-4) with the Company, i.e. BLB Limited (Transferee Company) and their respective shareholders and creditors under sections 230-232 of Companies Act, 2013.

This is for your information and records.

Thanking you,

Yours Faithfully,
For **BLB LIMITED**


(ABHA GARG)
COMPANY SECRETARY



Encl: a/a

BLB Limited

CIN : L67120HR1981PLC051078
Corporate Member : NSE

Corporate Office : H.No. 4760-61/23, 3rd Floor, Ansari Road, Darya Ganj, New Delhi-110 002 Tel : 011-49325600. Fax : 011-49325637
Registered Office : SCO (Shop Cum Office) No.22, Spring Field Colony, Extension No.1, Near Sector 31-32, Faridabad-121003, Haryana
Website : www.blblimited.com, Email : infobl@blblimited.com

**IN THE NATIONAL COMPANY LAW TRIBUNAL
“CHANDIGARH BENCH, CHANDIGARH”**

CA (CAA) No 09/Chd/Hry/2018

**Under Sections 230 and 232 of
the Companies Act, 2013.**

In the matter of scheme of amalgamation between:

1. BLB Commodities Limited
having its registered office at
SCO (Shop Cum Office) No. 22,
Spring Field Colony, Extension
No. 1, Near Sector 31-32
Faridabad, Haryana – 121003.

...Transferor Company 1/Applicant Company 1

And

2. BLB Global Business Limited
having its registered office at
SCO (Shop Cum Office) No. 22,
Spring Field Colony, Extension No.1,
Near Sector 31-32 Faridabad,
Haryana – 121003.

...Transferor Company 2/Applicant Company 2

And

3. Caprise Commodities Limited
having its registered office at
SCO (Shop Cum Office) No. 22,
Spring Field Colony, Extension No. 1,
Near Sector 31-32 Faridabad,
Haryana – 121003.

...Transferor Company 3/Applicant Company 3

And

4. Sri Sharadamba Properties Limited
having its registered office at
SCO (Shop Cum Office) No. 22,
Spring Field Colony, Extension No. 1,
Near Sector 31-32 Faridabad,
Haryana – 121003.

...Transferor Company 4/Applicant Company 4

With

BLB Limited
 having its registered office at
 SCO (Shop Cum Office) No. 22,
 Spring Field Colony, Extension No.1,
 Near Sector 31-32 Faridabad,
 Haryana – 121003.

...Transferee Company/Applicant Company 5

Order delivered on: 23.05.2018

**Coram: HON'BLE MR. JUSTICE R.P.NAGRATH, MEMBER JUDICIAL)
 HON'BLE MR. PRADEEP R.SETHI, MEMBER (TECHNICAL)**

For the petitioners: Mr.Atul V.Sood, Advocate.

Per: R.P.Nagrath, Member (Judicial):

ORDER

This is a joint First Motion application for amalgamation of applicant Companies Nos.1 to 4 herein, namely; BLB Commodities Limited [(for brevity Applicant Company 1 (A-1))] and BLB Global Business Limited [(for brevity Applicant Company 2 (A-2))] and Caprise Commodities Limited [(for brevity Applicant Company 3 (A-3))] and Sri Sharadamba Properties Limited [(for brevity Applicant Company 4 (A-4))] with BLB Limited [(for brevity Applicant Company 5 (A-5))] under Section 230 of the Companies Act, 2013("Act") read with Rule 3 of the Companies (Compromises, Arrangements Amalgamations) Rules, 2016 ("Rules") for sanctioning of the proposed Scheme of Amalgamation Annexure P-1 (for short, the "Scheme") of the Applicant- Companies as supported by the affidavit of Mr. Vikram Rathi, Authorised Representative of the Applicant- Companies in support of the joint application for seeking appropriate orders/direction for calling and convening meetings and for dispensing with some of the meetings. The joint application is maintainable in terms of Rule 3(2) of the Rules.

2. The learned counsel represented that the board of directors of the applicant-companies unanimously approved the "Scheme" by passing their respective board resolution dated 14.12.2017 subject to sanctioning of the same by this Tribunal. The applicant company 1 has authorized Shri Brij Rattan Bagri, Chairman; Shri Anshul Mehra, Whole Time Director; Shri Vikram Rathi, Director and Ms.Swati Nehra, Company Secretary; applicant company 2 has authorized Shri Brij Rattan Bagri, Shri Vikram Rathi and Shri Anshul Mehra, Directors; applicant company 3 has authorized Shri Brij Rattan Bagri, Chairman; Shri Vikash Rawal and Shri Premananda Panda, Directors and as per amended resolution dated 15.01.2018 authorised Mr.Vikram Rathi, authorized representative; applicant company 4 has authorized Shri Vikram Rathi, Shri Vikash Rawal, Shri Premananda Panda, Directors and Transferee Company has authorized Shri Brij Rattan Bagri, Chairman, Shri Vikram Rathi, Executive Director, Shri Vikash Rawal, Chief Financial Officer and Ms.Asha Garg, Company Secretary jointly and severally to sign, file, submit or present necessary applications, petitions, supplementary applications application/petitions, pleadings etc. and to do such acts and deeds as are necessary and incidental with regard to the Scheme. These board Resolutions are at Annexure P-14 (Colly).

3. It was represented further that as per the Memorandum and Articles of Association, (Annexure P-2 (Colly)) the objects of A-1 Company are to carry on business of Import, Export, manufacturing, processing, packing, repacking, trading, purchase, sale, distributor, stockiest, processors, dealers, hedgers, to act as mercantile agents, clearing and forwarding agents, brokers, consignors, consignees,

conversion agents, etc. in agri and non agri commodities, bullions, jewelry, metals, oils, spices, grains, pulses etc. within India or abroad etc.

4. It was submitted that as per the certificate of incorporation of A-1 Company (Annexure P-2 (Colly)), A-1 Company was incorporated on 26.08.2003 in the name and style of BLB Commodities Traders Private Limited. Its name was changed to BLB Commodities Private Limited and a fresh certificate of incorporation dated 21.04.2004 was issued. Its registered office was shifted from the State of Delhi to the State of Haryana on 18.01.2011. In this regard, certificate at page 82 of the paper book is at Faridabad. Its name was again changed to “BLB Commodities Limited” vide Certificate of Incorporation number U51909HR2003PLC041919 dated 27.02.2011 with registered office at Faridabad.

5. The authorized, issued, subscribed and paid up share capital of A-1 company as on March 31, 2017 is as under:-

Particulars	Amount (₹)
Authorized Share Capital 7,500,000 Equity Shares of ₹10/- each	75,000,000.00
Issued, Subscribed and paid up 7,000,000 Equity Shares of ₹10/- each	70,000,000.00

6. It was represented by the learned counsel for the Applicant Companies that as per the Memorandum and Articles of Association, (Annexure P-4 (Colly)) the objects of A-2 Company are to carry on business of import, export, manufacturing, processing, packing, repacking, trading, purchase, sale, distributor, stockiest, processors, dealers, hedgers, to act

as mercantile agents, clearing and forwarding agents, brokers, consignors, consignees, conversion agents etc. in agri and non agri commodities, bullions, jewelry, metals, oils, spices, grains, pulses etc. within India or abroad etc.

7. It was submitted that as per the certificate of incorporation of A-2 Company (Annexure P-4 (Colly)), A-2 Company is an unlisted public company incorporated on 29.09.2011. Its registered office was shifted from the State of Delhi to the State of Haryana and a fresh Certificate of Incorporation number U51909HR2011PLC066404 dated 17.11.2016 was issued. A-2 company is stated to be a wholly owned subsidiary of Transferee Company.

8. The Authorized, Issued, Subscribed and Paid-up Capital of the A-2 company as on 31.03.2017 is as follows:

Particulars	Amount (₹)
Authorized Share Capital 4,500,000 Equity Shares of ₹10/- each	45,000,000.00
Issued, Subscribed and paid up 4,337,000 Equity Shares of ₹10/- each	43,370,000.00

9. It was also represented by learned counsel that as per the Memorandum and Articles of Association, (Annexure P-6 (Colly)) the objects of A-3 Company are to purchase, sell, deal, exchange, hold, process, manufacture various agri and non agri commodities, bullions, minerals, metals, oils, securities etc in India and abroad and to deal in the exchange traded products such as futures, options, swaps, etc. in India & International exchanges etc.

10. It was submitted that as per the certificate of incorporation, the A- 3 Company (Annexure P-6 (Colly)), bearing CIN U51109HR2015PLC057601 is an unlisted public company incorporated on 19.12. 2015. The A-3 company is a wholly owned subsidiary of Transferee Company.

11. The Authorized, Issued, Subscribed and Paid-up Capital of the Applicant Company 3 as on 31.03.2017 is as follows:

Particulars	Amount (₹)
Authorized Share Capital 2,000,000 Equity Shares of ₹10/- each	2,00,00,000.00
Issued, Subscribed and paid up 1,500,000 Equity Shares of ₹10/- each	1,50,00,000.00

12. As per the Memorandum and Articles of Association, (Annexure P-8 (Colly)) the objects of A-4 Company are to carry on the business as developers, owners, builders, colonizers, promoters, proprietors, occupiers, lessors, civil contractors, maintainers and mortgagors of real estate, residential, commercial and industrial builds, colonies and mill's and factory's sheds and buildings, workshops and workshop's buildings cinema's houses buildings and to deal in all kinds of immovable properties whether in or outside India etc.

13. It was submitted that as per the certificate of incorporation of A-4 company (Annexure P-8 (Colly)), it was incorporated on 07.12. 2010. Its registered office was changed from the State of Delhi to the State of Haryana and a fresh certificate of incorporation dated 10.04.2015 was issued. Its CIN is U70200HR2010PLC055124. The A-4 company is also a wholly owned subsidiary of the Transferee Company and is an unlisted company.

14. The Authorized, Issued, Subscribed and Paid-up Capital of the A-4 company as on 31.03.2017 is as follows:

Particulars	Amount (₹)
Authorized Share Capital 5,000,000 Equity Shares of ₹10/- each	50,000,000.00
Issued, Subscribed and paid up 2,400,000 Equity Shares of ₹10/- each fully paid up	24,000,000.00

15. It was represented by the learned counsel for the Applicant Companies that as per the Memorandum and Articles of Association, (Annexure P-11 (Colly)) the objects of A-5 company i.e., the transferee company are to carry on the business of stock brokers for buying and selling shares, debentures, bonds, units, certificates, warrants, Global Depository Receipts, American Depository Receipts, other Depository Receipts and other form of tradable securities/instruments in various stock exchange(s) in India and abroad, including trading in them and to obtain membership/dealership of such stock exchange(s), situated in India and abroad.

16. It was submitted that as per the certificate of incorporation of A-5 Company (Annexure- P-11 (Colly)) it was incorporated on 24.12.1981 in the name and style of Siddhartha Industries Limited. Its name was changed to 'BLB Limited' and a fresh certificate of incorporation dated 13.04.2008 was issued. Its registered office was changed from the State of Delhi to the State of Haryana and a fresh certificate of incorporation dated 27.11.2013 was issued. Its CIN is L67120HR1981PLC051078. The Company is a listed company having its equity shares listed at 'BSE Limited' (BSE) and National Stock Exchange of India Limited (NSE). Further the company has obtained prior approval from BSE Limited and NSE Limited.

Copy of "Prior Approval" granted by BSE Limited and NSE are at Annexure P-10 (Colly).

17. That the Authorized, Issued, Subscribed and Paid-up Capital of the Applicant Company 5 as on 31.03.2017 is as follows:

Particulars	Amount (₹)
Authorized Share Capital	
75,000,000 Equity Shares of ₹1/- each	75,000,000.00
500,000 Preference Shares of ₹100/- each	50,000,000.00
Issued, Subscribed and Paid up	
52,865,258 Equity Shares of ₹1/- each	52,865,258.00

18. The registered offices of all the Applicant-Companies are situated within the State of Haryana and, therefore, the matter falls within the territorial jurisdiction of this Tribunal. It is represented that A-1, A-2, A-3, A-4 are unlisted public limited companies and A-5 is a listed public limited company.

19. It is also stated that no proceedings, inquiry or investigation in respect of the Applicant Companies under Sections 201, 213, 214, 215, 261 (3), 261 (1), 216 (4), 217, 219, 220 and Sections 222 to 227 of the Companies Act, 2013 are pending against any of the applicant companies.

20. The Applicant Companies have made the following prayers: -

- (a) seeking dispensation of meetings of equity shareholders of A-1 to A-4 companies and the meetings of unsecured creditors of A-1, A-3 and A-5 companies;
- (b) to call and convene the meetings of equity shareholders and secured creditors of A-5 company.

21. Learned counsel for the applicant-companies submitted that as on 31.12.2017, A-1 company had 07 (seven equity) shareholders as per list attached at Annexure P-15(Colly).

22. M/s BLB Limited i.e. Transferee Company holds 69,99,994 equity shares of A-1 company vide resolution of the Board of Directors of the Transferee Company dated 14.12.2017 (at page 482 of the paper book) while granting approval to the Scheme. Mr.Brij Rattan Bagri, Chairman and Mr.Vikram Rathi, Executive Director and others jointly or severally have been authorized to do various acts including furnishing of 'No objections' to the Scheme wherever the Transferee company is a shareholder. The affidavit giving consent of Mr.Brij Rattan Bagri, authorized representative of the Transferee Company has been filed stating therein that the Transferee Company has no objection to the dispensation of the meeting of shareholders. The affidavit is at page 479 of the paper book. All the other six shareholders of A-1 company are the nominees of Transferee company holding one share each Brij Rattan Bagri and Vikram Rathi are two of the nominee shareholders of Transferee Company in A-1 company.

23. A-1 company has no secured creditor as per the certificate of Bindal Saurabh & Co., Chartered Accountant as at Annexure P-17 (Colly). There is also the certificate to this effect filed by Mr.Anshul Mehra, Director of A-1 company is at page 504 of the paper book.

24. There are seven unsecured creditors in A-1 company as on 10.02.2018 as per certificate of Chartered Accountant at Annexure P-18 (Colly). It is stated in this certificate that the list includes all the unsecured creditors i.e. unsecured loans trade creditors, sundry creditors and other current liabilities of A-1 company. This certificate is further fortified by the

certificate dated 12.02.2018 furnished by the Director of the company as at page 506 of the paper book. Out of seven unsecured creditors, five are the Trade Creditors. We will narrate the details of consents of all the five unsecured trade creditors for clarity.

25. A-2 company is one such trade creditor. This company passed a resolution dated 14.12.2017 authorising Mr.Rattan Singh Bagri and other directors of the company jointly and / or severally to do various acts towards sanction of the Scheme. Mr.Rattan Singh Bagri is recorded as one of the directors, who has been authorized among others to furnish "No objection" wherever A-2 company is a shareholder or a trade creditor. This resolution is at page 510 of the paper book. Mr.Rattan Singh Bagri has furnished his affidavit dated 24.02.2018 at page 508 of the paper book that A-2 company extends unconditional approval and consent of the Scheme and has no objection, if the meeting of unsecured trade creditors is dispensed with.

26. Three of the unsecured trade creditors i.e. Ganpati Enterprises, Mohini Trading Co. and Tushar Trading Co. are all the proprietorship business concerns. The proprietors of these trade creditors namely; Ravi Gupta, Rajiv Goyal and Sandeep Gupta respectively have furnished their affidavits dated 24.02.2018 at page 523, 526 and 529 of the paper book according their consents to the Scheme and have no objection, if the meeting of the unsecured trade creditors is dispensed with. The total amount of unsecured credit of these trade creditors as on 10.02.2018 comes to ₹101,744,543/-. The only other unsecured trade creditor is Aakash AHM, Flat No.3, which is a miniscule amount as on 10.02.2018 to the tune of ₹51,000/-.

27. For unsecured Inter corporate loan and unsecured loan from Director, there are affidavits of consent and resolution of A-2 company in favour of Rattan Bagri. All the required percentage of unsecured creditors having furnished their affidavits of consent for dispensation of the meeting of unsecured creditors by way of affidavits. The meeting of unsecured creditors deserves to be dispensed with. These affidavits are at Annexure P-19 (Colly).

28. It was represented by learned counsel that as per version of the applicant-companies as on 31.12.2017, A-2 Company had 07 (seven equity) shareholders as per list attached at Annexure P-20 (Colly).

29. M/s BLB Limited i.e. transferee company holds 4336994 equity shares of applicant company 2 and rest of six shareholders are the nominee shareholders of BLB Limited. The consent affidavit of Mr. Brij Rattan Bagri on behalf of the transferee company has been attached giving no objection to the dispensation of the meeting of shareholders. The consent affidavits of all other nominee shareholders have also been attached as Annexure P-21 (Colly) from pages 533 to 555. At page 535 of the paper book is the resolution dated 14.11.2017 of Transferee Company authorizing Brij Rattan Bagri, Chairman of Transferee Company and others jointly and / or severally to furnish affidavits of consent for dispensing with the meeting of the shareholders.

30. A-2 company has no secured and unsecured creditors as on 10.02.2018 as per the certificate of Ram Rattan & Associates, Chartered Accountants at Annexure P-22 (Colly) and Annexure P-23 (Colly). These certificates also get support from certificates of the Director of A-2 company.

31. As on 31.12.2017, A-3 Company had 07 (seven equity) shareholders as per list attached at Annexure P-24 (Colly).

32. The transferee company i.e. M/s BLB Limited holds 1499994 shares of applicant company 3 out of 15,00,000 equity shares. The consent affidavit of Mr.Brij Rattan Bagri on behalf of the transferee company is attached at Annexure P-25 (Colly) along with the consent affidavits of the other nominee shareholders of BLB Limited. There is a similar resolution of the transferee company dated 14.11.2017 at page 564 of the paper book authorizing Brij Rattan Bagri and others jointly and / or severally to furnish affidavit of no objection to the Scheme and consent for dispensing with meetings.

33. As per the certificate of ROHITKC JAIN & Co., Chartered Accountant, Annexure P-26 (Colly), there is no secured creditor in the applicant company 3. There is similar certificate of the Director of A-3 company at page 584 of the paper book.

34. There is only one unsecured creditor in applicant company 3 which is the transferee company i.e. M/s BLB Limited on whose behalf the affidavit of Mr.Brij Rattan Bagri, authorized representative, has been filed giving no objection to the dispensation of the meeting of unsecured creditor, with resolution dated 14.11.2018 of A-3 company.

35. Learned counsel for the applicant-companies further submitted that as on 31.12.2017, A-4 Company had 07 (seven) equity shareholders as per list attached at Annexure P-29 (Colly). M/s BLB Limited i.e. transferee company holds 2399994 shares out of 24,00,000 equity shares of applicant company 4. The consent affidavit of Mr.Brij Rattan Bagri, authorized representative has been filed giving no objection to the

dispensation of the meeting of equity shareholders. The consent affidavit of all the other nominee shareholders, who hold one share each are also attached at Annexure P-30 (Colly). The resolution dated 14.11.2017 of transferee company authorizing Brij Rattan Bagri and others to furnish affidavit is at page 597 of the paper book.

36. There are no secured and unsecured creditors as on 10.02.2018 of A-4 company as per certificates of M/s Shiv & Associates, Chartered Accountant at Annexure P-31 (Colly) and Annexure P-32 (Colly), respectively. The director of A-4 company has also given such certificates.

37. It is stated further that as on 31.12.2017, A-5 company had 3902 (Three Thousand Nine Hundred and Two) shareholders as per list attached at Annexure P-33 (Colly). The transferee company is seeking calling and convening of meeting of the equity shareholders of the company through e-voting and postal ballot voting along with physical voting.

38. There was only one secured creditor of transferee company i.e. HDFC Bank Limited as on 10.02.2018. The Certificate of R.K.Ahuja & Co., Chartered Accountant is at Annexure P-34 (Colly). The amount of secured debt was ₹49,50,000/-. When the matter was listed on 26.03.2018, the learned counsel for the applicants submitted that the secured creditor has since been paid off after filing of this petition. An affidavit regarding the same was filed vide Diary No.908 dated 26.03.2018 of Mr.Vikram Rathi, the authorized representative stating therein that the secured creditor was paid off on 19.03.2018. HDFC Bank also released the charge over immovable property and the letter in this regard issued by the Bank is at page 11 of this affidavit. The Registrar of Companies also issued certificate as at page 10 of this affidavit regarding satisfaction of charge.

This was issued on the basis of form CHC-4 filed by the company with the Registrar of Companies.

39. There are 2 unsecured creditors of transferee company as on 10.02.2018, one of whom is the applicant company 4 i.e. M/s Sri Sharadamba Properties Limited and the other is Shri Brij Rattan Bagri, Director. Both of them have furnished consents by way of affidavits giving no objection to the dispensation of meeting of secured creditors. The list of unsecured creditors alongwith consent affidavits are at Annexure P-35 (Colly) and P-36 (Colly) respectively. The list of unsecured creditors is also certified by the director of the company as at page 630 of the paper book. Affidavit of consent by A-4 company is furnished by Vikash Rawal, the authorized representative of this company. There is resolution dated 14.12.2017 of Board of Directors of A-4 company as at page 636 of the paper book authorizing Vikash Rawal and one other director of the company jointly and / or severally to furnish no objection on behalf of A-4 company.

40. The certificates of the Statutory Auditors of all the applicant companies with respect to the Scheme between Applicant-Companies to the effect that the accounting treatment proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 are attached as Annexure P- 37 (Colly).

41. We have heard the learned counsel for the applicant-companies and have perused the records and the supporting documents/papers filed along with the "Scheme" contemplated between the Applicant-Companies with the assistance of learned counsel for the applicants.

42. The rationale for the "Scheme" is stated as below:

"i) *BLB Limited, the flagship company of the BLB Group had been one of the leading liquidity providers to the equity and derivative markets in India. The Company integrates risk-free trading and technology aimed at value creation. BLB Limited had ranked among the top 10 traders by BSE Limited consistently, year after year and the Company had been one of the largest players in the market. BLB Limited had been a specialist in "Jobbing & Arbitrage" and immaculate understanding of trading dynamics and market structure. Further, BLB Group comprises of companies involved in various activities including Real Estate, Trading in commodities, Memberships in Stock Exchange, financial services and others. However, many of the group companies in their individual capacities are engaged in more than one such activity. Such multiple activities bring about inefficiency in operations, lack of desired focus of each business and cause unjustified expenses. Hence, to consolidate the business at one place the management of the group has decided to amalgamate four wholly owned subsidiary i.e. BLB Commodities Limited (Transferor Company - 1), BLB Global Business Limited (Transferor Company - 2), Caprise Commodities Limited (Transferor Company - 3) and Sri Sharadamba Properties Limited (Transferor Company -4) with BLB Limited (Transferee Company).*

- ii) *It is believed that the proposed amalgamation will enhance value for shareholders as there would be absolute clarity to the Investors in the business profile of the Transferee Company;*
- iii) *The proposed reconstruction will add better value to the business and create fresh opportunities as under:*
- iv) *Also, the amalgamation will lead to greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, will improve the competitive position of the combined entity and will lead to greater and optimal utilization of resources.*
- v) *Thus, as a whole this arrangement will be beneficial for all the Transferor and Transferee Companies, their shareholders, their creditors, employees, customers and all other concerned.”*

43. It is represented by the learned counsel for the applicant companies that A-1 to A-4 Companies are the wholly owned subsidiary of the A- 5 Company. Upon sanctioning of the Scheme, the present entire issued, subscribed and paid-up Share Capital of the A-1 to A-4 Companies shall stand automatically cancelled and extinguished and these companies shall stand dissolved without the process of winding up.

44. It is also averred that since all the Transferor Companies are wholly owned subsidiary of the A- 5 Company, there would be no issue and allotment of shares by the A- 5 Company.

45. The learned counsel for the Applicant-Companies further represented that in respect of the applicant-companies, the audited financial statements upto 31.03.2017 and unaudited supplementary accounting statements as on 31.12.2017 are at Annexures P-3 (Colly), P-5 (Colly), P-7 (Colly), P-9 (Colly) and P-11 (Colly) respectively.

46. It is represented by learned counsel for the applicant companies that the 'Scheme' provides that on the 'Scheme' becoming effective all persons that were employed by Transferor Companies immediately before such date shall become employees of Transferee Company with the benefit of continuity of service on same terms and conditions as were applicable to such employees of Transferor Companies immediately prior to such transfer and without any break or interruption of service. Transferee Company undertakes to continue to abide by agreement/settlement, if any, entered into by Transferor Companies with any union/employee thereof. With regard to Provident Fund, Gratuity Fund, Superannuation fund or any other special fund or obligation created or existing for the benefit of such employees of Transferor Companies upon occurrence of the Effective Date, Transferee Company shall stand substituted for Transferor Company, for all purposes whatever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents. The existing Provident Fund, Gratuity Fund and Superannuation Fund or obligations, if any, created by Transferor Companies for its employees shall be continued for the benefit of such employees on the same terms and conditions. With effect from the Effective Date, Transferee Company will make the necessary contributions for such

transferred employees of Transferor Companies and deposit the same in Provident Fund, Gratuity Fund or Superannuation Fund or obligations, where applicable. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of Transferor Companies in relation to such schemes or funds shall become those of Transferee Company.

48. It is also stated that if any suit, appeal or other proceedings of whatsoever nature by or against Transferor-Companies is pending, the same shall not abate, be discontinued or be in any way be prejudicially affected by reason of the transfer of the Transferor Company business and undertakings or of anything contained in this scheme but the proceedings may be continued, prosecuted and enforced by or against Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against Transferor Companies, as if this Scheme had not been made.

49. In the affidavit dated 28.02.2018 of Mr.Vikram Rathi, the authorized representative of all the applicant companies already attached at page 644 of the paper book, it is stated that apart from the statutory authorities, NSE and BSE, there is no other specific sectoral regulator in respect of the applicant companies.

50. In view of the above, following directions are issued with respect to calling, convening and holding of meetings of the shareholders, secured and unsecured creditors or dispensing with the same as well as issue of notices including by way of paper publication which are as follows:

A. In relation to Applicant No.1 Company/ Transferor Company 1:

- a) Meeting of the equity shareholders is dispensed with as there are seven equity shareholders and the consent

affidavits of all of them have been obtained and placed on record.

- b) Since there is no secured creditor, there is nothing to convene their meeting.
- c) Meetings of unsecured creditors is dispensed with as both the unsecured creditors other than the trade credit have given their consents by way of affidavit and out of five unsecured trade creditors have given their consents which constitute almost 100% of the unsecured credit.

B. In relation to Applicant No.2 Company/Transferor Company 2:

- a) Meeting of the equity shareholders is dispensed with as there are seven equity shareholders and the consent affidavits have been obtained and placed on record.
- b) Since there is no secured creditor, there is nothing to convene their meeting.
- c) Since there is no unsecured creditor, there is nothing to convene their meeting.

C. In relation to Applicant No.3 Company/ Transferor Company 3:

- a) Meeting of the equity shareholders is dispensed with as there are seven equity shareholders and the consent affidavits of all of them have been obtained and placed on record.
- b) Since there is no secured creditor, there is nothing to convene the meeting of secured creditors.

- c) Since the consent affidavit of the only unsecured creditor has been filed. The meeting of the unsecured creditors of Applicant No.3 company is dispensed with.

D. In relation to Applicant No.4 Company/ Transferor Company 4:

- a) Meeting of the equity shareholders is dispensed with as there are seven equity shareholders and the consent affidavits of all of them have been obtained and placed on record.
- b) Since there is no secured creditor, there is nothing to convene their meeting.
- c) Since there is no unsecured creditor, there is nothing to convene their meeting.

E. In relation to Applicant No.5 Company/ Transferee Company:

- a) Meeting of the equity shareholders to be convened on Magpie Tourist Resort (A unit of Haryana Tourism Corporation Limited), Sector 16A Mathura Road, Faridabad -121002, Haryana at 11.00 a.m. on 7th July, 2018 subject to notice of meeting being issued. The quorum of the meeting of the equity shareholders shall be in 100 (one hundred equity shareholders).
- b) Meetings of secured creditors is dispensed with as there is only one secured creditor constituting 100% of the total debt in value which has been fully paid off.
- c) Meetings of unsecured creditors is dispensed with as there are only two unsecured creditors constituting 100% of the

total debt in value who have given their consent by way of affidavit.

- F.** In case the required quorum as noted above for the meeting of the shareholders of the Transferee Company is not present at the commencement of the meetings, the meetings shall be adjourned by 30 minutes, and thereafter the persons present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum the valid proxies shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed with the registered office of the A-5 Company at least 48 hours before the meeting. The Chairperson and Alternate Chairperson appointed herein along with Scrutinizer shall ensure that the proxy register is properly maintained.
- G.** Mr. Raktim Gogoi, Advocate (Mobile No. 9871639549) A-230, 1st Floor, Defence Colony, New Delhi - 110024 is appointed as the Chairperson for the meeting to be called under this order. He shall be paid fee of ₹1,60,000/- for his services as the Chairperson.
- H.** Mr. Aditya Jain, Advocate, Punjab and Haryana High Court (Mobile No.9779288882) is appointed as the Alternative Chairperson for the meetings to be called under this order. He shall be paid fee of ₹80,000/- for his services as the Alternative Chairperson.

- I.** Mr.Prince Chadha, PCS, # 48, Sector 41-A, Chandigarh (Mobile No.7508635880) is appointed as the Scrutinizer for the meeting to be called and convened under this order. He shall be paid fee of ₹60,000/- for his services as the Scrutinizer.
- J.** The fee of Chairperson, Alternate chairperson and Scrutinizer along with the travelling expenses and other out of pocket expenses for them shall be borne by the Transferee-Company.
- K.** It is further directed that individual notice of the said meeting shall be sent by the A-5 Company to the equity shareholders of the A-5 Company as on 31.12.2017. Notice shall be sent through registered post or speed post or through courier or e-mail, 30 days in advance before the schedule date of meeting, indicating the day, date, the place and time as aforesaid, together with a copy of "Scheme", copy of explanatory statement required to be sent under the Companies Act, 2013 and the applicable Rules along with the proxy forms and any other documents as may be prescribed under the Act shall also be duly sent with the notice.
- L.** It is further directed that along with the notices the Transferee Company shall also send, statement explaining the effect of the scheme on the creditors, key managerial personnel, promoters and non-promotor members etc. along with effect of the arrangement for amalgamation on

any material interests of the Directors of the Company or the debenture trustees, if any, as provided under subsection 3 of Section 230 of the Act.

- M.** It is also directed that the supplementary accounting statement relating to the period ending 31.03.2018 or at least for period ending 31.01.2018 be also circulated for the aforesaid meeting apart from other requirements of subsection 2 of Section 230 of the Act.
- N.** That the A-5 Company shall publish with a gap of at least 30 clear days before the aforesaid meeting, indicating the day, date and the place and time of meetings as aforesaid, to be published in the Business Standard (English), Haryana Edition and Jansatta (Hindi), Haryana Edition. It is stated in the advertisement that the copies of "Scheme", the Explanatory Statement required to be published pursuant to Section 230 to 232 of the "Act" and the form of proxy shall be provided free of charge at the registered office of the Transferee Company. Transferee Company shall also publish the notice on its website, if any.
- O.** It shall be the responsibility of the Transferee Company to ensure that the notices are sent under the signature and supervision of the authorized representative of the Company on the basis of Board resolutions and that they shall file their affidavits in the Tribunal at least seven days before the date fixed for the meeting.

- P.** Voting shall be allowed on the “Scheme” in person or by proxy or through electronic means as may be applicable to the A-5 company under the Act and Rules framed there under.
- Q.** The Chairperson shall be responsible to report the result of the meeting to the Tribunal in Form No. CAA 4, as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within 07 (seven) days of the conclusion of the meeting. He would be fully assisted by the authorized representative / Company Secretary of Transferee Company and the Scrutinizer, who will assist the Chairperson and Alternate Chairperson in preparing and finalizing the reports.
- R.** The Transferee Company shall individually and in compliance of sub-section (5) of Section 230 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 send notices in Form No. CAA 3 along with a copy of the Scheme, the Explanatory Statement and the disclosures mentioned in Rule 6 of the “Rules” to (i) the Central Government through the office of the Regional Director, Northern Region; (ii) Registrar of Companies, NCT of Delhi & Haryana; (iii) Commissioner of Income Tax within whose jurisdiction the Applicant-Companies are being assessed by mentioning the PAN numbers of all the companies; (iv) Official Liquidator, Punjab, Haryana and Chandigarh (v) NSE (vi) BSE (vii)

SEBI and other Sectoral Regulator(s), if any, stating that representations, if any, to be made by them shall be sent to the Tribunal within a period of 30 days from the date of receipt of such notice and copy of such representations shall be simultaneously sent to the concerned companies, failing which it shall be presumed that they have no objection to the proposed Scheme.

- S.** The Transferee Company further shall furnish copy of the Scheme free of charge within one day of any requisition for the “Scheme” made by any creditor or member/shareholder entitled to attend the meeting as aforesaid.
- T.** The authorized representative(s) of the A-5 Company shall furnish affidavits of service of notice of meeting and publication of advertisement and compliance of all directions contained herein at least a week before the date of meeting.
- U.** All the aforesaid directions are to be complied with strictly in accordance with the applicable law including forms and formats contained in the “Rules” as well as the provisions of the Companies Act, 2013 by the Applicants.

51. With the aforesaid directions, this First Motion Petition stands disposed of. A copy of this order be supplied to the learned counsel for the Applicant-Companies who in turn shall supply copy of the same to the Chairperson, Alternate Chairperson and the Scrutinizer.

Sd/-

(Pradeep R.Sethi)
Member (Technical)

May 23, 2018.
Ashwani

Pronounced in
open Court

Sd/-

(Justice R.P.Nagrath)
Member (Judicial)