

THE NATIONAL COMPANY LAW TRIBUNAL
PRINCIPAL BENCH, NEW DELHI
COMPANY APPLICATION NO. (CAA)-52 (PB)/2020

CONNECTED WITH
CA (CAA)-38 (PB)/2020

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

In the Matter of Scheme of Arrangement Between

MGSHAHANI AND CO DELHI PRIVATE LIMITED (“MCDPL”)

PETITIONER COMPANY NO. 1/DEMERGED COMPANY)

AND

EM GEE ESS RENTALS PRIVATE LIMITED (“EGERPL”)

PETITIONER COMPANY NO. 2/ (RESULTING COMPANY)

Order Dictated on: 31.07.2020

Order Delivered on: 31.08.2020

CORAM:

SHRI B.S.V PRAKASH KUMAR

HON’BLE ACTG. PRESIDENT


SHRI HEMANT KUMAR SARANGI

HON’BLE MEMBER (TECHNICAL)

For Applicants: Mr. Deepak Diwan & Mr. Kabir Diwan Advocates.

For RD & OL: Ms. Tania Sharma & Shankari Mishra

CA (CAA) -52(PB)/2020



ORDER

PER- B.S.V PRAKASH KUMAR, ACTNG. PRESIDENT

1. This Company Petition for second motion has been jointly filed by the Petitioner Companies, under Section 230-232 of The Companies Act, 2013, read with Rule 15(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in relation to the Scheme of Arrangement (for brevity Scheme), praying for fixing a date of hearing of the main Company Petition for approving the scheme of arrangement, as well as for issuance of direction concerning publication of notices in press to be carried out and notices to be issued to the authorities concerned including regulators, if any.
2. From the records, it is seen that the First Motion application was filed before this Tribunal, vide Company Application CAA No. 38(PB)/2020 and based on such application moved under Sections 230-232 of Companies Act, 2013, directions were issued by this Tribunal. In the order dated 03.06.2020 the meetings of Unsecured and Secured Creditors of both the Petitioner Companies were directed to be convened.

Subsequently, the meetings were held on 18.07.2020, wherein, the proposed Scheme was unanimously approved by the members present and voting in the said meetings of both Petitioner Companies. The reports of the Chairperson in respect of the meetings have been placed on record.

3. Taking into consideration the submissions made and documents placed on record, it is hereby ordered as follows:

- i. Notice of the hearing shall be advertised in the English Daily, newspapers namely, "Business Standard" (English, Delhi edition) and "Business Standard" in Vernacular (Hindi, Delhi Edition) not less than 10 days before the aforesaid date fixed for hearing.
- ii. In addition to the public notice, each of the Applicant(s) shall serve the notice of the Petition on the following Authorities namely, (a) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs; (b) Registrar of Companies, NCT of

Delhi & Haryana, Ministry of Corporate Affairs; (c) the Income Tax Department through the Income Tax Cell at DCIT (High Court Cell), Lawyer's Chamber, Block No. 1, Room No. 428 & 429, Delhi High Court, New Delhi, along with full details of assessing officer and PAN numbers of all the applicant companies; and to such other Sectoral Regulatory Authorities who may govern the working of the respective companies involved in the Scheme at least 30 days before the date fixed for hearing of the above Petition.

- iii. Further, notice shall also be served to Objector(s) or to their representative, if any, as contemplated under Sub-Section (4) of Section 230 of the Act who may have made representation and who have desired to be heard in their representation along with a copy of the Petition and the Annexure filed therewith at least 15 days before the date fixed for hearing.



- iv. All the Petitioners shall at least 7 days before the date of hearing of the Petition, shall file an affidavit of service in relation to publication effected in newspapers as well as service of notices on the Authorities specified above, including the Sectoral regulators as well as to Objectors, if any.
- v. Objections, to the Scheme, if any, contemplated by the authorities, to whom notices have been given may be filed on or before the date of hearing fixed herein, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities and subject to other conditions being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.
- vi. The Petitioner Companies shall individually comply with proviso to sub section (3) of Section 232 or proviso to sub section (7) of Section 230, as may be applicable under the circumstances on or before the date fixed for hearing by



filing the certificate of Statutory auditors of the Petitioner Companies.

- vii. The next date of hearing of the Petition shall be on **20.09.2020** for consideration of approval of the Scheme as contemplated between the Petitioner Companies.

The application stands allowed in the aforesaid terms.

- Sd -

(B.S.V PRAKASH KUMAR)

ACTNG. PRESIDENT

- Sd -

(HEMANT KUMAR SARANGI)

MEMBER (TECHNICAL)