

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH, COURT- II**

C.P.(CAA)176/MB/2022

Connected with

C.A.(CAA)107/MB/2022

In the matter of Sections 230 to 232 and
other relevant provisions of the
Companies Act, 2013

AND

In the matter of the Scheme of Merger
by Absorption between Hinduja Estates
Private Limited (“Transferor Company
or Petitioner Company-1”) and Hinduja
Healthcare Limited (“Transferee
Company or Petitioner Company-2”) and
their respective Shareholders and
Creditors.

HINDUJA ESTATES)
PRIVATE LIMITED, A)
company incorporated under the)
provisions of the Companies Act,)
1956 and an existing company)
under the Companies Act, 2013,)
having its registered office at)
Hinduja House, 171, Dr. Annie)
Besant Road, Worli, Mumbai -)
400018.) **...Transferor Company/
Petitioner Company-1**

INTO

HINDUJA HEALTHCARE)
LIMITED, A company)
incorporated under the provisions)
of the Companies Act, 1956 and)
an existing company under the

Companies Act, 2013, having its registered office at Hinduja House, 171, Dr. Annie Besant Road, Worli, Mumbai – 400018.) **...Transferee Company/**
) **Petitioner Company-2**

**... Collectively referred to
as “Petitioner Companies”
or “Petitioners”**

Order delivered on: 30.09.2022

Coram:

Hon’ble Member (Judicial) : Justice P.N. Deshmukh (Retd.)

Hon’ble Member (Technical): Mr. Shyam Babu Gautam

Appearances:

For the Applicant Companies : Adv. Ms. Parita Dave and Adv. Vidhi Dhanuka i/b Sujit Lahoti & Associates

ORDER

Per: Shyam Babu Gautam, Member Technical

1. The court convened through videoconferencing.
2. Petition Admitted.
3. Petition is fixed for hearing and final disposal on 15th November 2022.
4. Learned Advocate for the Petitioners submits that in pursuance of Order of this Hon’ble Tribunal dated July 15, 2022 passed in Company Scheme Application No. 107 of 2022, the meeting of the Equity

Shareholders of the Transferor Company was convened on June 07, 2022 at 11:30 a.m. for the purpose of considering and if thought fit, approving with or without modifications(s) the proposed Scheme at which the requisite quorum was present and the Scheme was approved by requisite majority without modifications by the Equity Shareholders. The meeting of the Equity Shareholders of the Transferee Company was convened on June 07, 2022 at 12:30 p.m. for the purpose of considering and if thought fit, approving with or without modifications(s) the proposed Scheme at which the requisite quorum was present and the Scheme was approved by requisite majority without modifications by the Equity Shareholders.

5. The Advocate for the Petitioners submits that in pursuance of the Order of this Hon'ble Tribunal dated July 15, 2022 passed in Company Scheme Application No. 107 of 2022, the meeting of the Secured Creditors of the Transferor Company was not required to be convened since there were no Secured Creditors in the Transferor Company.
6. The Advocate for the Petitioners submits that in pursuance of the Order of this Hon'ble Tribunal dated July 15, 2022 passed in Company Scheme Application No. 107 of 2022, the meeting of the Unsecured Creditors of the Transferor Company was not required to be convened since there were no Unsecured Creditors in the Transferor Company.
7. The Advocate for the Petitioners submits that in pursuance of the Order of this Hon'ble Tribunal dated July 15, 2022 passed in Company Scheme Application No. 107 of 2022, the meeting of Secured Creditors of the Transferee Company was not required to be convened since there were no Secured Creditors in the Transferee Company.

8. The Advocate for the Petitioners submits that in pursuance of the Order of this Hon'ble Tribunal dated July 15, 2022 passed in Company Scheme Application No. 107 of 2022, the meeting of the Unsecured Creditors of the Transferee Company was not required to be convened since there were no Unsecured Creditors in the Transferee Company.
9. The Advocate for the Petitioners further submits that as directed by this Tribunal, notices have been served by the Transferor Company upon all the Regulatory Authorities namely, (i) concerned Income Tax Authority for the Transferor Company having PAN No. AAKCS6552Q within the jurisdiction of Circle 7(1)(1), Mumbai (ii) the Central Government through the office of Regional Director, Western Region, Mumbai (iii) Registrar of Companies pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and applicable Sectoral Regulators or Authorities.
10. The Advocate for the Petitioners further submits that as directed by this Tribunal, notice has been served by the Transferor Company upon the Official Liquidator, pursuant to section 230(5) of the Companies Act, 2013.
11. The Advocate for the Petitioners further submits that as directed by this Tribunal notices have been served by the Resulting Company upon all the Regulatory Authorities namely, (i) concerned Income Tax Authority for the Transferee Company having PAN No. AADCA8297M within the jurisdiction of Circle 7(1)(1), Mumbai (ii) the Central Government through the office of Regional Director, Western Region, Mumbai (iii)

Registrar of Companies pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and applicable Sectoral Regulators or Authorities.

12.The Advocate for the Petitioners further submits that the Company Scheme Petition is filed in consonance with Sections 230 to 232 of the Companies Act, 2013 along with the Order dated July 15, 2022 passed in Company Scheme Application No. 107 of 2022 by this Hon'ble Tribunal.

13.At least 10 clear days before the date fixed for hearing, Petitioner Companies to publish the notice of hearing of Petition in two local newspapers viz., "Free Press Journal" in English and "Navshakti" in Marathi, both circulated in Mumbai, as per Rule 16 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.

14.The Petitioner Companies to file an Affidavit of Service regarding the directions given by the Tribunal pertaining to advertisement of notice of hearing and do report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with before 7 days from the date of final hearing of the Petition.

Sd/-

SHYAM BABU GAUTAM
(MEMBER TECHNICAL)

Sd/-

JUSTICE P. N. DESHMUKH
(MEMBER JUDICIAL)