



IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH

COURT – IV

3.

C.P.(CAA)/242(MB)/2024
c/w C.A.(CAA)/67(MB)/2024

CORAM:

MS. ANU JAGMOHAN SINGH
MEMBER (Technical)

SHRI KISHORE VEMULAPALLI
MEMBER (Judicial)

ORDER SHEET OF THE HEARING HELD ON 01.01.2025

NAME OF THE PARTIES: Ever Electronics Private Limited

SECTION: 230-232 OF THE COMPANIES ACT, 2013.

ORDER

1. Mr. Ahmed Chunawala a/w Mr. Mahadev Parab i/b Rajesh Shah & Co., Ld. Counsel for the Petitioner Companies present.
2. The Petitioners filed this Company Scheme Petition on 04.10.2024 under Sections 230 to 232 of the Companies Act, 2013 seeking sanction for the Scheme of Amalgamation of **Ever Electronics Private Limited** (Transferor Company) with **IL Jin Electronics and (India) Private Limited** (Transferee Company) and their respective shareholders.
3. The Petitioner Company had preferred an Application vide CA(CAA)-67(MB)/2024 for necessary directions of this Bench, which was allowed on 11.06.2024.
4. The Counsel for the Petitioner Companies submits that as per the direction of this Tribunal vide Order dated 11.06.2024 in CA(CAA)/67/2024, the meeting of Equity Shareholders of the Petitioner Company-1 was held on 21.09.2024 and the Scheme was approved unanimously by the Equity



Shareholders without any modifications. The Chairman appointed for the meeting has filed his report on the result of the meeting.

5. The Counsel for the Petitioner Companies submits that as per the direction of this Tribunal vide Order dated 11.06.2024 in CA(CAA)/67/2024, the meeting of Equity Shareholders of the Petitioner Company-2 was held on 21.09.2024 and the Scheme was approved unanimously by the Equity Shareholders without any modifications. The Chairman appointed for the meeting has filed his report on the result of the meeting.
6. The Counsel for the Petitioner Companies submits that as per the direction of this Tribunal vide Order dated 11.06.2024 in CA(CAA)/67/2024, the meeting of Secured Creditors of the Petitioner Company-1 was held on 21.09.2024 and the Scheme was approved unanimously by the Secured Creditors without any modifications. The Chairman appointed for the meeting has filed his report on the result of the meeting.
7. The Counsel for the Petitioner Companies submits that as per the direction of this Tribunal vide Order dated 11.06.2024 in CA(CAA)/67/2024, the meeting of Secured Creditors of the Petitioner Company-2 was held on 21.09.2024 and the Scheme was approved unanimously by the Secured Creditors without any modifications. The Chairman appointed for the meeting has filed his report on the result of the meeting.
8. The Counsel for the Petitioner Companies submits that as per the direction of this Tribunal vide Order dated 11.06.2024 in CA(CAA)/67/2024, the meeting of Unsecured Creditors of the Petitioner Company-1 was held on 21.09.2024 and the Scheme was approved unanimously by the Secured



Creditors without any modifications. The Chairman appointed for the meeting has filed his report on the result of the meeting.

9. The Counsel for the Petitioner Companies submits that as per the direction of this Tribunal vide Order dated 11.06.2024 in CA(CAA)/67/2024, the meeting of Unsecured Creditors of the Petitioner Company-2 was held on 21.09.2024 and the Scheme was approved unanimously by the Secured Creditors without any modifications. The Chairman appointed for the meeting has filed his report on the result of the meeting.
10. The Counsel for the Petitioner Companies further submits that, as directed by this Tribunal, notices have been served upon all the Regulatory Authorities by the Petitioner Companies and the Affidavits of service are filed with the Company Petition.
11. The Counsel for the Petitioners further submits that the Company Scheme Petition is filed in consonance with Section 234 r/w Sections 230 to 232 of the Companies Act, 2013 and the Order dated 11.06.2024 passed in CA(CAA)/67(MB)/2024 by this Tribunal.
12. The Petitioner Companies are further directed to serve fresh Notice of final hearing in the petition through registered post/speed post and e-mail indicating the date of final hearing upon:
 - a) The Regional Director, Western Region, Ministry of Corporate Affairs.
 - b) Jurisdictional Registrar of Companies.
 - c) Concerned Income Tax Authority of the respective Applicant Companies.
 - d) The concerned Nodal Officer in the Income Tax Department;
 - e) concerned Goods and Service Tax Authorities;
 - f) the Official Liquidator, Bombay (in case of Transferor Company); and



g) Any sectoral regulator, as applicable, pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

13. The above said notices shall contain the statement that *"If no response is received by the Tribunal from the Authorities within a period of 30 (Thirty) days from the date of receipt of such notice, it will be presumed that they have no representation/objections to the scheme"*.
14. The Bench further directs that at least 10 days before the date fixed for hearing, Petitioner Company to publish the notice of hearing of Petition in two local newspapers viz., *"Business Standard"* in English and *"Navshakti"* in Marathi, both having wide circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.
15. The Petitioner Companies shall host notices along with the copy of the scheme on their respective websites, if any.
16. The Petitioner Companies to file an Affidavit of Service and Compliance regarding the directions given by this Tribunal at least 3 (three) days before the date fixed for final hearing and report to this Tribunal that the directions regarding the service of notices upon Regulatory Authorities and publication of advertisement of the notice of hearing in the newspapers as well as on the websites of the company have been duly complied with.
17. With the foregoing, Petition [CP(CAA)/242/MB/2024] is hereby **admitted** and fixed for final hearing on **13.03.2025**.

Sd/-

ANU JAGMOHAN SINGH
Member (Technical)

Sd/-

KISHORE VEMULAPALLI
Member (Judicial)