

IN THE NATIONAL COMPANY LAW TRIBUNAL
SPECIAL BENCH, MUMBAI

(1)

IA No.980/2020 in

C.A.(CAA)378/MB/230-232/2020

CORAM:

SH. RAJASEKHAR V.K
MEMBER (J)

SH. V. NALLASENAPATHY
MEMBER (T)

ORDER SHEET OF THE HEARING OF MUMBAI SPECIAL BENCH OF THE
NATIONAL COMPANY LAW TRIBUNAL ON **22.04.2020**.

NAME OF THE PARTIES : IndusInd Media and Communications Limited
and
NXTGEN Digital Limited

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

ORDER

1. Heard Mr. Gaurav Joshi, Learned Senior Counsel for the Applicant on the following prayers: -
 - A) The First Applicant Company seeks to convene the meeting of the Equity Shareholders of the Company scheduled to be held on 15.04.2020 through video conferencing mode and not on physical presence as the same in the current environment shall not be possible.
 - B) The Second Applicant Company seeks to dispense with the meeting of Equity Shareholders scheduled to be held on 16.04.2020 as the same in the current environment shall not be possible and to consider and accept the votes casted via remote e-voting/ postal ballot facility

till 15.04.2020 as the final consent of the equity shareholders towards the scheme of arrangement.

2. Learned Senior Counsel for the Applicant submits that this Bench *vide* Order dated 27.02.2020 in CA (CAA) No. 378/MB/230-232/2020 permitted the Companies to hold the meetings for approval of the Scheme.
3. It is submitted that due to nationwide lockdown proclaimed by the Government of India on account of novel Coronavirus (COVID 19) pandemic, it is anticipated by the Board of Directors of the Applicant Companies that the Shareholders may not find the environment fit for attending the meeting as ordered by the Tribunal physically under the current uncertain circumstances.
4. It is further submitted that as per the Ministry of Corporate Affairs Circular No.14/2020 dated 08.04.2020, the applicability of holding of general meeting with physical presence is waived off provided the Companies have provided the remote e-voting/ postal ballot facility to the Shareholders for casting their votes on special business. The MCA Circular further clarifies that for the Companies which are not required to provide the facility of e-voting under the Act then the General Meeting wherever unavoidable shall be held through either video conferencing or other audio-visual means. Learned Senior Counsel for the Applicant further submits that the demerged Company as unlisted entity and having members less than 200 is not required to provide the facility of e-voting under the Act and, therefore, complying with the MCA Circular. The Demerged Company convened the meeting of the equity Shareholders of the demerged Company on 15.04.2020 through video conference mode. The Demerged Company has recorded the meeting convened through video conferencing and the same is displayed on the website of the demerged Company and also file the recording with the Registrar as and when required.

5. It is further submitted that the resulting Company being listed entity has provided the facility of e-voting to its Shareholders and therefore, complying with the MCA Circular the resulting Company has not convened the meeting of the equity Shareholders of the resulting Company in the current environment.
6. After hearing the learned Senior Counsel, we are of the view that the Applicant Companies have sufficiently carried out the directions as specified in our Order dated 27.02.2020 and substantially complied with the Order with certain modifications in the manner in which the meetings are held. In view of this, we ratify the action of the Companies and direct these Companies to file the connected Company Petition for approval of the Scheme.
7. It is further made clear that any person who wishes to object to this Scheme will be heard at the time of final hearing of the Company Petition.
8. With the above directions, IA No.980/2020 is Application disposed of.

Sd/-

V. Nallasenapathy
Member (Technical)

22.04.2020

ug

Sd/-

Rajasekhar V.K
Member (Judicial)