**(2023) 10 NCLT CK 0080**

**In the National Company Law Tribunal**

**Case No :** C.P.(CAA)/198/2023 Connected with CA.(CAA)/122/2022

**Anand Veena Twisters Private Limited Vs**

**Date of Decision :** 25-10-2023

**Acts Referred:**

Companies Act, 2013 — Section 230, 232
Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 — Section 8, 16

**Citation :** (2023) 10 NCLT CK 0080

**Hon'ble Judges :** Kuldip Kumar Kareer, Member (J);Anil Raj Chellan, Member (T)

**Bench :** Division Bench

**Advocate :** Kushal Kumar, Ajit Singh Tawar

**Final Decision :** Disposed Of

# Judgement

Kuldip Kumar Kareer, Member Judicial

1. This Court is convened by Physical hearing.

2. Petition Admitted.

3. Petition fixed for hearing and final disposal on 29.11.2023.

4. The Learned Counsel for the Petitioner Companies states that in pursuance of the directions contained in the order dated 28th day of April, 2023, passed by this Tribunal in the C.A.(CAA)/122/MB/2023, (i) the meeting of Equity Shareholders of the First Petitioner Company and Second Petitioner Company and the Preference Shareholder of the First Petitioner Company was dispensed with in view of the consent affidavits annexed to the Company Scheme Application, inter-alia stating therein that the consents of all the Equity Shareholders and Sole Preference Shareholder have been obtained (ii) the Meeting of the Equity Shareholders of the Third Petitioner Company was convened and held on Thursday, 27th day of June, 2023 at 11:00 a.m. The meeting was personally attended by 3 (Three) equity shareholders representing 90.87% of the total Equity shares of the Third Petitioner Company and the scheme was approved unanimously by the equity shareholders present. The

Chairperson appointed for the meeting had filed the chairperson’s report of the meeting of the equity shareholders of the Third Petitioner Company with this Hon’ble Tribunal on 13th day of July, 2023, which is annexed to Company Scheme Petition as Annexure I.

5. The Learned Counsel for the Petitioner Companies states that pursuant to the directions contained in the Order passed by this Tribunal in C.A.(CAA)/122/ MB/2022, the meetings of the Secured Creditors of the Petitioner Companies were dispensed with as there were no Secured Creditors in the Petitioner Companies.

6. The Learned Counsel for the Petitioner Companies states that pursuant to the directions contained in the Order passed by this Tribunal in C.A.(CAA)/122/ MB/2022, the meetings of the Unsecured Creditors of the First Petitioner Company and Third Petitioner Company were dispensed with as there were no Unsecured Creditors in the Petitioner Companies. The meeting of the Unsecured Creditors of the Second Petitioner Company was dispensed with in view of consent affidavit obtained from the sole Unsecured Creditor of the Second Petitioner Company.

7. The Learned Counsel for the First Petitioner Company, submits that as directed by this Tribunal, notices have been served upon all the Regulatory Authorities, namely, (1) Central Government through the office of Regional Director (Western region), Mumbai; (2) Registrar of Companies, Maharashtra, Mumbai; (3) Income Tax Authority within whose jurisdiction the First Petitioner Company is assessed to tax, bearing PAN number AAACA4262F having IT ward jurisdiction DCIT.CEN7(1); and (4) Official Liquidator, High Court Bombay.

8. The Learned Counsel for the Second Petitioner Company, submits that as directed by this Tribunal, notices have been served upon all the Regulatory Authorities, namely, 1) Central Government through the office of Regional Director (Western region), Mumbai; (2) Registrar of Companies, Maharashtra, Mumbai; (3) Income Tax Authority within whose jurisdiction the First Petitioner Company is assessed to tax, bearing PAN number AAACV1612L having IT ward jurisdiction DCIT.CEN7(1); (4) Official Liquidator, High Court Bombay and (5) GST Authority within whose jurisdiction the Second Petitioner Company is assessed bearing GSTIN 27AAACV1612L1ZE having jurisdiction in Maharashtra.

9. The Learned Counsel for the Third Petitioner Company, submits that as directed by this Tribunal, notices have been served upon all the Regulatory Authorities, namely, 1) Central Government through the office of Regional Director (Western region), Mumbai; (2) Registrar of Companies, Maharashtra, Mumbai; (3) Income Tax Authority within whose jurisdiction the First Petitioner Company is assessed to tax, bearing PAN number AAACH0403P having IT ward jurisdiction DCIT 5(1)(1); and (4) GST Authority within whose jurisdiction the Second Petitioner Company is assessed bearing GSTIN 27AAACH0403P1ZP having jurisdiction in Maharashtra.

 

10. The Learned Counsel for the Petitioner Companies submits that, the Company Scheme Petition is filed in consonance with Section 230 to 232 of the Companies Act, 2013 and in terms of the order passed in Company Scheme Application No. C.A.(CAA)/122/MB/2022 by this Tribunal.

11. At least 10 (ten) days before the date fixed for hearing, the Petitioner Companies to publish the notice of hearing of Petition in two local newspapers viz. "Free Press Journal", in English and "Navshakti", in Marathi language, both having circulation in the state of Maharashtra, as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

12. The First Petitioner Company is further directed to intimate date of hearing of Company Scheme Petition to (1) Central Government through the office of Regional Director (Western region), Mumbai; (2) Registrar of Companies, Maharashtra, Mumbai; (3) Income Tax Authority within whose jurisdiction the First Petitioner Company is assessed to tax, bearing PAN number AAACA4262F having IT ward jurisdiction DCIT.CEN7(1) and (4) Official Liquidator, High Court Bombay.

13. The Second Petitioner Company is further directed to intimate date of hearing of Company Scheme Petition to (1) Central Government through the office of Regional Director (Western region), Mumbai; (2) Registrar of Companies, Maharashtra, Mumbai; (3) Income Tax Authority within whose jurisdiction the Second Petitioner Company is assessed to tax, bearing PAN number AAACV1612L having IT ward jurisdiction AAACV1612L; (4) Official Liquidator, High Court Bombay; and (5) GST Authority within whose jurisdiction the Second Petitioner Company is assessed to GST, bearing GSTIN 27AAACV1612L1ZE having jurisdiction in Maharashtra

14. The Third Petitioner Company is further directed to intimate date of hearing of Company Scheme Petition to (1) Central Government through the office of Regional Director (Western region), Mumbai; (2) Registrar of Companies, Maharashtra, Mumbai; (3) Income Tax Authority within whose jurisdiction the Second Petitioner Company is assessed to tax, bearing PAN number AAACH0403P having IT ward jurisdiction DCIT 5(1)(1); and (4) GST Authority within whose jurisdiction the Third Petitioner Company is assessed to GST, bearing GSTIN 27AAACH0403P1ZP having jurisdiction in Maharashtra.

15. The Petitioner Companies may send the notice to above mentioned regulators either by Registered Post AD/ Speed Post/Courier/ Hand Delivery or by E-mail. If no response is received by this Tribunal from the concerned Regulatory Authority, it will be presumed that the Said Authorities have no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

16. The Petitioner Companies shall host the notices on their respective websites, if any.

 

17. The Petitioner Companies shall file proof of compliance electronically at least 3 days before the final hearing date to report with the registry in regard to the directions given in this order, service of notices to the regulatory authorities and publication of notices in newspapers as stated above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

 