(2021) 01 NCLT CK 0048

In the National Company Law Tribunal

Case No : Company Petition (CAA) No. 1035/MB-IV Of 2020 In Company Application (CAA) No. 636/MB-IV Of 2020

Omni Wellness And Nutrition Ltd. Vs

Date of Decision : 25-01-2021

Acts Referred:

Companies (Compromises, Arrangements And Amalgamations) Rules, 2016 — Rule 8, 15

Citation : (2021) 01 NCLT CK 0048

Hon'ble Judges : Suchitra Kanuparthi, J;Rajesh Sharma, Member (Technical)

Bench : Division Bench

Advocate : Hemant Sethi, Vidisha Poonja

Judgement

1. The Court is convened by videoconference today.

2. Petition Admitted.

3. Petition fixed for hearing and final disposal on 02.03.2021.

4. Learned Counsel for the Petitioners states that in pursuance directions contained in Order dated on 4 May passed by this Tribunal in the CA(CAA)

636/MB- IV/2020, the meetings of Equity Shareholders of the First and Second Petitioner Companies were dispensed with in view of Consent

Affidavits filed by all of the Shareholders of the First and Second Petitioner Companies. The meetings of the Equity Shareholders of the Third

Petitioner Company were dispensed with in view of the fact that the First Petitioner Company and the Second Petitioner Company are wholly owned

subsidiaries of the Third Petitioner Company therefore, no meeting of the Equity Shareholders of the Third Petitioner Company were required to be

convened.

5. Learned Counsel for the Petitioners states that in pursuance of the directions contained in Order delivered on 4 May 2020 passed by this Tribunal in

CA(CAA) 636/MB-IV/2020, there are no Secured Creditors in the First and Second Petitioner Companies. In so far as the Unsecured Creditors are

concerned notices were issued to the Unsecured Creditors of the First and Second Petitioner Companies as directed by this Honâ??ble Tribunal. In

view of the fact that the First Petitioner Company and the Second Petitioner Company are wholly owned subsidiaries of the Third Petitioner

Companies therefore, no meeting of the Creditors of the Third Petitioner Company were required to be convened.

6. Counsel for the Petitioners further submit that pursuant to the directions contained in the Order passed by this Tribunal, in CA(CAA) 636/MB-

IV/2020, Petitioner Companies served notices upon the (i) Income Tax Authority ; (ii) Central Government through the concerned office of the

Regional Director and (iii) concerned Registrar of Companies (iv) Official Liquidator in case of the First and Second Petitioner Companies as per Rule

8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

7. The Petitioner Companies are directed to serve fresh notices through Registered-Post and hand-delivery indicating the date of final hearing upon:-

(i) concerned Income Tax Authority within whose jurisdiction the assessments are made (for First Petitioner Company - 27AABCO8658E1Z7; for

Second Petitioner Company - 27AAICP8502F1ZE and for Third Petitioner Company - 27AADCP2914Q1Z0); (ii) the Central Government through

the office of Regional Director(Western Region), Ministry of Corporate Affairs, Mumbai (iii) concerned Registrar of Companies (iv) Department of

Goods and Services Tax and Office of the Official Liquidator, Mumbai;

8. At least 10 days before the date fixed for hearing, the Petitioner Company to publish the notice of hearing of Petition in two local newspapers viz.

â??Business Standardâ?? in English and translation thereof in â??Navshaktiâ?? in Marathi, both having circulation in Maharashtra as per rule 15 of

the Companies (Com- promises, Arrangements and Amalgamations) Rules, 2016. The Petitioner Company will also have to publish notices online in

the respective e-newspa- per editions. The Petitioner Company shall host notices along with the copy of the scheme on their respective websites, if

any.

9. The Petitioner Company shall file compliance report with the registry in regard

to the directions given in this Order in lieu of customary affidavit of

service, due to lockdown situation prevailing now proving service of notices to the regulatory and tax 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.

10. Ordered accordingly. Pronounced in open court today.

