

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

**C.P. (CAA) / 157 / MB / 2023**

**IN**

**C.A. (CAA) / 281/ MB / 2022**

In the matter of the Companies Act, 2013;

**AND**

In the matter of Sections 230 to 232 of the  
Companies Act, 2013 and other applicable  
provisions of the Companies Act, 2013 and  
rules framed thereunder;

**AND**

In the matter of Scheme of Arrangement  
between Ghodawat Consumer Limited  
(‘Resulting Company’) having CIN  
U15100PN2002PLC017370 and Coolberg  
Beverages Private Limited (‘Demerged  
Company’) having CIN  
U15114MH2016PTC288228 and their  
respective shareholders.

**COOLBERG BEVERAGES PRIVATE LIMITED**

CIN: U15114MH2016PTC288228 ...First Petitioner Company/

Demerged Company

**GHODAWAT CONSUMER LIMITED**

CIN: U15100PN2002PLC017370 ... Second Petitioner Company/

Resulting Company

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*(Hereinafter the Petitioner Company 1 and 2 are collectively referred to as  
“Petitioner Companies”)*

**Order delivered on 4.07.2024**

***Coram:***

**Anil Raj Chellan**  
**Member (Technical)**

**Kuldip Kumar Kareer**  
**Member (Judicial)**

**Appearances (Physical hearing):**

For the Petitioner Companies: Mr. Hemant Sethi, Ms. Tanaya Sethi, i/b.  
Hemant Sethi & Co. Advocates

**ORDER**

***Per: Coram***

1. The Company Application CA(CAA) NO. 281/MB/2022 was filed for composite scheme of arrangement between COOLBERG BEVERAGES PRIVATE LIMITED" (hereinafter referred to as "Demerged Company") the First Petitioner Company and GHODAWAT CONSUMER LIMITED (hereinafter referred to as "Resulting Company") the Second Petitioner Company.
2. After compliances of the directions contained in the order dated 06/01/2023, the Petitioner Companies filed the Present Company Petition CP(CAA)/228/2023 seeking for sanction of the said scheme of arrangement and amalgamation.

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- 3.** In the second motion hearing, the Company Petition was admitted on 22/12/2023. The Petitioner Companies were directed to serve fresh notice of final hearing through R.P.AD./Speed Post/ Courier/ Hand deliver upon:- (i) Income Tax Authority, (ii) Central Government through the concerned office of Regional Director, and (iii) concerned Registrar of Companies (iv) concerned Goods and Service Tax Authorities, informing the date fixed for hearing as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 and at least 10 days before the fixed date of hearing the Petitioner Companies for publication of notices in two local newspapers i.e. "Loksatta" in Marathi Language and "Indian Express" in English Language and further directed the Registrar of Companies, Regional Director and Official Liquidator to file their report of their representation/ comments in terms of section 230 (5) of the Companies Act, 2013.
- 4.** Accordingly, the Petitioner Companies have complied with the above-mentioned directions given by this Bench. Thereafter the Learned Counsel for the Petitioner Companies submitted that the Board of Directors of the First Petitioner Company and Second Petitioner Company passed a board resolution dated 23 February 2023 allowing modification in the Scheme of Arrangement. The change of Appointed Date for the scheme from 1<sup>st</sup> January 2023 to 1st April 2023.
- 5.** The First and Second Petitioner have not submitted the Altered Scheme which is approved by the Board Resolution as on 23<sup>rd</sup> February 2023, to the esteemed Authorities, In the light of the observations as per the Report of Regional Director, Western Region dated 4<sup>th</sup> August 2023 regarding the change of Appointed date.

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6. This Bench, therefore directs the Petitioner Companies to serve fresh notice of hearing along with Altered Scheme to the (i) Income Tax Authority, (ii) Central Government through the concerned office of Regional Director, and (iii) concerned Registrar of Companies (iv) concerned Goods and Service Tax Authorities informing about the Appointed date with liberty to file additional report, if any, within a period of (30) thirty days from the date of receipt of such notice and in case no representation is received within the stated period of thirty days by the Tribunal, it shall be presumed that the authorities have no representation to make on the proposed scheme of compromise or arrangement.
7. List the matter on 12.08.2024 for further hearing.

**Sd/-  
ANIL RAJ CHELLAN  
MEMBER (TECHNICAL)**

**Sd/-  
KULDIP KUMAR KAREER  
MEMBER (JUDICIAL)**