

IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH

COURT – IV

1.

C.P.(CAA)/48(MB)2024  
IN  
C.A.(CAA)/275(MB)2023

CORAM:

MS. ANU JAGMOHAN SINGH  
MEMBER (Technical)

SHRI KISHORE VEMULAPALLI  
MEMBER (Judicial)

ORDER SHEET OF THE HEARING HELD ON 27.03.2024

NAME OF THE PARTIES: Aatco Foods India Private Limited

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

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**ORDER**

1. CA Rahul Atal i/b A R C H and Associates, Professional for the Petitioner Companies present through VC.
2. Petition **Admitted**.
3. Petition fixed for hearing and final disposal on **16.05.2024**.
4. The Professional for the Petitioner Company submits that the registered offices of the Transferor Company No. 1 and the Transferee Company (hereinafter collectively referred to as “the Bengaluru Companies”) are situated in the State of Karnataka within the jurisdiction of the NCLT, Bengaluru Bench. The directions with respect to the aforesaid Bengaluru Companies are sought before NCLT, Bengaluru Bench vide a separate application filed bearing No.: C.A.(CAA)/42(BB)/2023. This Company Scheme Application is filed before this Tribunal for seeking directions with respect to the Petitioner Company (Transferor Company No. 2) having registered office in the State of Maharashtra.
5. The Professional for the Petitioner Company submits that in pursuance of the directions contained in the order dated 17<sup>th</sup> January 2024 (“Order”)

passed by this Bench in Company Scheme Application No. 275 of 2023 and based on the Consent Affidavits from Equity Shareholders representing 100% shareholding in the respective Petitioner Companies, the meeting of the Equity Shareholders of the respective Petitioner Companies was dispensed with.

6. The Professional for the Petitioner Company submits that there are no Secured Creditors in the Petitioner Company and therefore the question of convening and holding their meeting did not arise.
7. The Professional for the Petitioner Company submits that there are no Unsecured Creditors in the Petitioner Company and therefore the question of convening and holding their meeting did not arise.
8. The Professional for Petitioner Company further submits that the Company Scheme Petition is filed in consonance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with the Order passed by the Tribunal dated 17<sup>th</sup> January 2024 in Company Scheme Application No. C.A.(CAA)/275/MB/2023.
9. The Petitioner Companies have served the notices pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 in pursuance of the directions of this Tribunal upon Regulatory Authorities namely:
  - (i) Concerned Income Tax Authorities within whose jurisdiction the Petitioner Company's assessments are made i.e., for the Transferor Company No. 2 having PAN: AADCB2322E;
  - (ii) Nodal Officer of Income Tax Department i.e. Pr. Chief Commissioner of Income Tax, 3rd Floor, Aaykar Bhawan,

Maharishi Karve Road, Mumbai – 400020, e-mail:  
Mumbai.pccit@incometax.gov.in;

- (iii) The Central Government through the office of Regional Director, Western Region, Mumbai;
- (iv) Concerned Goods and Service Tax Authorities within whose jurisdiction the Petitioner Company's assessments are made i.e., for the Transferor Company No. 2 having GSTIN: 27AADCB2322E1Z9;
- (v) Concerned Registrar of Companies, Maharashtra at Mumbai;
- (vi) Official Liquidator, Bombay High Court (being the Transferor Company No. 2 under the Scheme), pursuant to sub-section (5) of Section 230 of the Companies Act, 2013; and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

10. The Professional for the Petitioner Company further submits that pursuant to the directions contained in the Order, the Petitioner Company has filed the affidavit of service stating that the directions regarding issuance of notices to regulatory authorities have been duly complied with on 30<sup>th</sup> January 2024.

11. The Petitioner Companies are directed to serve fresh Notice of final hearing in the petition through Registered-Post AD / Speed Post indicating the date of final hearing upon:

- (i) The Central Government through the office of Regional Director, Western Region, Mumbai, Maharashtra;
- (ii) Registrar of Companies, Maharashtra, Mumbai;
- (iii) The Ministry of Corporate Affairs;
- (iv) Jurisdictional Income Tax Officer within whose jurisdiction the Petitioner Companies assessments are made and the Nodal

Officer in the Income Tax Department i.e. Pr. Chief Commissioner of Income Tax, 3rd Floor, Aayakar Bhawan, Maharshi Karve Road, New Marine Lines, Mumbai – 400020, e-mail: [mumbai.pccit@incometax.gov.in](mailto:mumbai.pccit@incometax.gov.in);

(v) Jurisdictional Goods and Service Tax Authority (Proper Officer), with whom the Petitioner Companies are assessed to tax under GST law;

(vi) Any other Sectoral/Regulatory Authorities relevant to the Petitioner Company or its business; and

12. The Transferor Companies are directed to also serve fresh Notice of final hearing in the petition through Registered-Post AD / Speed Post indicating the date of final hearing upon The Official Liquidator, High Court, Bombay.

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. At least not less than 10 days before the date fixed for hearing and as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Petitioner Companies shall publish the joint notice indicating the date of final hearing of the Petition in two local newspapers viz. ‘Business Standard’ in English and translation thereof in ‘Navshakti’ in Marathi, both having circulation in the State of Maharashtra, and their respective online editions.

15. The Petitioner Companies shall host the notice indicating the date of hearing along with the copy of the Scheme on their respective websites, if any.

16. In case of shareholders, other than natural persons, the Petitioner Companies shall file necessary authorisation from such shareholder in favour of the person giving consent to the scheme on behalf of such shareholder.
17. 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.
18. Ordered accordingly.

**Sd/-**  
**ANU JAGMOHAN SINGH**  
**Member (Technical)**

**Sd/-**  
**KISHORE VEMULAPALLI**  
**Member (Judicial)**