

**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH**

COURT – IV

3.

**C.P.(CAA)/62(MB)2024 IN
C.A.(CAA)/267(MB)2023**

CORAM:

MS. ANU J. SINGH
MEMBER (Technical)

MS. LAKSHMI GURANG
MEMBER (Judicial)

ORDER SHEET OF THE HEARING HELD ON **12.04.2024**

NAME OF THE PARTIES: Blue Heaven Cosmetics Private Limited

SECTION: 230-232 OF THE COMPANIES ACT, 2013

ORDER

1. Mr. Harsh Ruparelia, Ld. Counsel for the Petitioner present.
2. Petition **Admitted**.
3. Petition fixed for hearing and final disposal on **10.06.2024**.
4. The Petitioner Companies states that in pursuance of the directions contained in the Order dated January 17, 2024, passed by this Tribunal in the Company Scheme Application No. 267 of 2023 ("Order"), the meeting of equity shareholders of the First, Second and Third Petitioner Company was dispensed with in the light of consent affidavits received from all the equity shareholders of the First, Second and Third Petitioner Company.
5. The Petitioner Companies states that in pursuance of the directions contained in the order, the First, Second and Third Petitioner Company

were directed to convene and hold the meeting of the unsecured creditors at a date and time as may be decided by Chairperson in consultation with the Professional for the Petitioner Companies through physical means or video conferencing and/or other audio-visual means to consider, and, if thought fit, to approve the Scheme, with or without modifications. The Notices of the meeting were sent to the unsecured creditors of the First, Second and Third Petitioner Company as required by the Order together with a copy of Scheme of Amalgamation and the statement required by Section 230 read with Section 232 of the Act. The notice of the aforesaid meeting of the First, Second and Third Petitioner Company was also advertised, as directed by the said Order, in 'Business Standard' in English circulated in India and translation thereof in 'Navshakti' in Marathi circulated in the state of Maharashtra. On Tuesday, March 12, 2024, a meeting of the unsecured creditors of the First, Second and Third Petitioner Company were duly convened in accordance with the said Order, which was held as directed by the said Order, Shri Dr. Parvesh Khanna, Advocate (Supreme Court of India), Arbitrator, Registrar of Co-operative Societies acted as the Chairperson of the meeting, and Mr. Nrupang Dholakia acted as the Scrutinizer for the meeting. The Scheme of

Amalgamation was explained by the Chairperson of the Meeting and the Scheme was approved with requisite majority.

6. The Petitioner Companies states that in pursuance of the directions contained in the Order, the meeting of secured creditors of First Petitioner Company and Third Petitioner Company was dispensed with in the light of consent affidavits obtained from all the Secured Creditors by the First Petitioner Company and the Third Petitioner Company.
7. Further there were no secured creditors in the Second Petitioner Company, so question of convening their meeting did not arise.
8. The Petitioner Companies further submits that the Joint Company Scheme Petition is filed in consonance with Sections 230 to 232 of the Companies Act, 2013 along with the Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench dated January 17, 2024, in Company Scheme Application No. C.A. (CAA) / 267 / MB / 2023.
9. The Petitioner companies further submit that pursuant to the directions contained in the said Order, the First, Second and Third Petitioner Companies have served notices upon:
 - (i) Income Tax Authority on February 26, 2024;
 - (ii) Central Government through the office of Regional Director, Western Region, Mumbai, Maharashtra on February 26, 2024;

- (iii) Registrar of Companies, Mumbai, Maharashtra on February 26, 2024;
- (iv) Official Liquidator, High Court Bombay on February 26, 2024;
- (v) Concerned GST authorities on February 26, 2024;
- (vi) Competition Commission of India (CCI) on February 26, 2024, if applicable and;
- (vii) Nodal Officer of Income Tax Department i.e. Principal Chief Commissioner of Income Tax on February 26, 2024 pursuant to section 230(5) of the Companies Act, 2013, and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Further pursuant to the said Order, the First, Second and Third Petitioner Company had dispatched the notices to all the unsecured creditors outstanding as on June 30, 2023, through emails/ Registered Post Acknowledgement Due ("RPAD")/ speed post.

10. The Petitioner Companies further submits that pursuant to the directions contained in the said Order, the Petitioner Companies have filed affidavit of service on March 06, 2024 reporting that the directions regarding the issue of notices have been duly complied with and proving dispatch of

notices to the Regulatory Authorities and dispatch of notices to the unsecured creditors of the Petitioner Companies (wherever applicable).

11. The Petitioner Companies shall at least 10 days before the date fixed for hearing, publish the notice of hearing of the Petition in two local newspapers viz. Business Standard and Navshakti (Marathi) having circulation in the area where the registered office is situated as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
12. The Petitioner Companies shall file proof of compliance electronically 3 days before the final hearing with this Tribunal that the directions regarding the issue of notices have been duly complied with.
13. Ordered Accordingly.

Sd/-
ANU J. SINGH
Member (Technical)

Sd/-
LAKSHMI GURANG
Member (Judicial)