

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT-IV

CP(CAA)/171/MB-IV/2022
IN
CA(CAA)/39/MB-IV/2022

In the matter of

the Companies Act, 2013;

And

In the Matter of

Section 230 To 232 And Other

Applicable Provisions of

The Companies Act, 2013 And

In the matter of

Scheme of Amalgamation of

Fairwinds Consultants Private Limited

Transferor Company

With

Serendip Advisors Private Limited

Transferee Company

And their respective Shareholders

Fairwinds Consultants Private Limited

[CIN: U74110MH2008PTC187126]

...First Petitioner Company

The Transferor Company

Serendip Advisors Private Limited

[CIN: U74999MH2007PTC168616]

...Second Petitioner Company

The Transferee Company

Order delivered on:24.11.2022

Coram:

Mr Manoj Kumar Dubey
Hon'ble Member (Technical)

Mr. Kishore Vemulapalli
Hon'ble Member (Judicial)

Appearances (through video conferencing) :

For the Petitioners

:

Mr. Hemant Sethi, Ms Vidisha
Poonja, Ms Devanshi Sethi i/b
M/s. Hemant Sethi & Co.
Advocates.

ORDER

Per: Kishore Vemulapalli, Member (Judicial)

1. The Bench convened through video conferencing.
2. Petition Admitted.
3. Petition fixed for hearing and final disposal on 20.01.2023
4. Learned Counsel for the Petitioner Companies states that in pursuance of the directions contained in order delivered on 23rd August 2022 passed by this Tribunal in CA(CAA)/39/MB-IV/2022, the meeting of Equity Shareholders of all the Petitioner Companies was dispensed with in view of Consent Affidavits filed by all the Equity Shareholders of the Petitioner Companies.
5. Learned Counsel for the Petitioner Companies states that in pursuance of the directions contained in order delivered on 23rd August 2022 passed by this Tribunal in passed by this Tribunal in CA(CAA)/39/MB-IV/2022, the meeting of Unsecured Creditors

of Second Petitioner Company was dispensed with in view of Consent Affidavits filed by the Unsecured Creditors of Second Petitioner Company. There are no Unsecured Creditors in First Petitioner Company and there are no Secured Creditors in any of the Petitioner Companies.

6. Learned Counsel for the Petitioner Companies states that in pursuance of the directions contained in order delivered on 23rd August 2022 passed by this Tribunal in passed by this Tribunal in CA(CAA)/39/MB-IV/2022, the Petitioner Companies served notices upon the (i) Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, Maharashtra, (ii) Registrar of Companies, Mumbai, (iii) concerned Income Tax Authority within whose jurisdiction the Petitioner Companies are assessed to tax, (iv) GST Department (in case of Second Petitioner Company) and (v) the Official Liquidator (in case of First Petitioner Company), as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
7. The Petitioner Companies have submitted that there are no Bank / Corporate Guarantees availed/given by the Petitioner Companies.
8. The Petitioner Companies have submitted that there is no pending litigation against the Petitioner Companies.
9. The Petitioner Companies shall submit Audited Financial Statement for Financial Year 2020-21 along with Audited/Unaudited Financial statement for the Financial Year 2021-2022.

10. The Petitioner Companies shall submit details of all Letters of Credit sanctioned and utilized as well as Margin Money details; if any.
11. The Petitioner Companies shall issue notices intimating the date of final hearing through Registered Post-AD/Speed Post/Email and Hand Delivery upon:
- (i) Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, Maharashtra;
 - (ii) Registrar of Companies, Mumbai;
 - (iii) concerned Income Tax Authority within whose jurisdiction the Petitioner Company's assessments are made i.e., for the First Petitioner Company – AAECR1613F, having jurisdiction at Ward 1(3)(1), Aayakar Bhavan, Mumbai – 400020 and for the Second Petitioner Company – PAN AAMCS3064R, having jurisdiction at Ward 8(2)(1), Aayakar Bhavan, Mumbai – 400020;
 - (iv) GST Authority (in case of Second Petitioner Company);
 - (v) the Official Liquidator (in case of First Petitioner Company), informing the date fixed for hearing.
 - (vi) Ministry of Corporate Affairs;
12. At least 10 days before the date fixed for hearing, the Petitioner Companies to publish the notice of hearing of Petition in two local newspapers viz. '*Business Standard*' in English and translation thereof in '*Navshakti*' in Marathi, both having circulation in Maharashtra as per rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

13. The Petitioner Companies shall host notices along with the copy of the Scheme on their respective websites, if any.
14. The Petitioner Companies shall file a compliance Affidavit regarding the issue of advertisement of the notice of the hearing of the Company Petition stating that the same has been duly complied with the Registry in regard to the directions of this Tribunal, 3 (three) days before the date fixed for final hearing.

Sd/-

Manoj Kumar Dubey
Member (Technical)
24.11.2022

Sd/-

Kishore Vemulapalli
Member (Judicial)