

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

**COMPANY SCHEME PETITION NO. 2513 OF 2019  
CONNECTED WITH  
COMPANY SCHEME APPLICATION NO. 819 OF 2019**

In the matter of the Companies Act,  
2013;

And

In the matter of Petition under Sections  
230 - 232 and other relevant provisions  
of the Companies Act, 2013;

And

In the matter of Hindustan Unilever  
Limited [CIN:  
L15140MH1933PLC002030], a  
company, incorporated under the Indian  
Companies Act, 1913, having its  
registered office at Unilever House, B. D.  
Sawant Marg, Chakala, Andheri East,  
Mumbai 400099, Maharashtra;

And

In the matter of Scheme of  
Amalgamation by way of Merger by  
Absorption among Glaxo Smith Kline  
Consumer Healthcare Limited  
("Transferor Company"), Hindustan  
Unilever Limited (Transferee Company")  
and their respective shareholders and  
creditors.

Hindustan Unilever Limited CIN: )  
L15140MH1933PLC002030, a )  
company, incorporated under the )  
Indian Companies Act, 1913, having )  
its registered office at Unilever )  
House, B. D. Sawant Marg, Chakala, )  
Andheri East, Mumbai 400099, ) ...Petitioner Company/  
Maharashtra. Transferee Company

**Order Dated: 16<sup>th</sup> July, 2019.**

**Coram:**

**Hon'ble Member (Judicial): Mr. V. P. Singh,**

For the Petitioner Company: Mr. Ashish Kamat, Advocate, Mr. Tapan Deshpande, Advocate and Ms. Priya Patwa, Advocate of M/s. Cyril Amarchand Mangaldas.

*Perse Hon'ble Mr. V. P. Singh, Member (Judicial)*

**ORDER**

1. Petition admitted.
2. Petition fixed for hearing on 11.09.2019.
3. Learned Advocate for the Petitioner Company states that pursuant to the order dated 2<sup>nd</sup> May, 2019, passed by this Tribunal in the Company Scheme Application No. 891 of 2019 (“**said Order**”), the meetings of the equity shareholders and unsecured creditors of the Petitioner Company, to seek their approval to the Scheme of Amalgamation by way of Merger by Absorption among Glaxo Smith Kline Consumer Healthcare Limited, the Petitioner Company and their respective shareholders and creditors (hereinafter referred to as the “**Scheme**”) were held on 29<sup>th</sup> June, 2019. 1701 equity shareholders, holding 180,38,47,668 equity shares cast their votes by remote E-voting, out of which 1660 equity shareholders, holding 179,99,82,394 shares voted in favour of

the resolution approving the Scheme and only 29 equity shareholders holding 19,402 equity shares voted against the resolution. 106 equity shareholders, holding 1,38,408 equity shares attended the meeting at the venue, out of which 89 equity shareholders, holding 80,886 shares voted in favour of the resolution approving the Scheme and only 12 equity shareholders holding 744 equity shares voted against the resolution. Hence, in aggregate 97.709 % of the equity shareholders holding 99.999 % equity shares voted in favor of the Scheme. The Learned Advocate thus stated that more than requisite majority of the equity shareholders of the Petitioner Company have approved the Scheme. The Learned Advocate for the Petitioner Company further stated that 255 unsecured creditors of the Petitioner Company having outstanding of INR 865,66,88,496.33 as on 31<sup>st</sup> December, 2018, attended the meeting, and have unanimously voted in favour of the resolution, approving the Scheme. The Chairperson appointed by this Tribunal *vide* the said Order, who chaired the said meetings has filed his Consolidated Report of the said meetings in this Tribunal on 3<sup>rd</sup> July, 2019, recording the voting results of the said meetings in this Tribunal. A copy of the said Consolidated Report of the Chairperson is also annexed as Exhibit "M" to the Petition. In terms of paragraph 22 of the said Order, the convening and holding of the meeting of the secured creditors of the Petitioner Company to seek their

approval to the Scheme was not required, as there were no secured creditors of the Petitioner Company.

4. Learned Advocate for the Petitioner Company further stated that as directed by this Tribunal *vide* the said Order, notices pursuant to Section 230 (5) of the Companies Act, 2013, with its enclosures *inter-alia* being copies of the notices of the meetings of equity shareholders and unsecured creditors of the Petitioner Company have been served upon (i) the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, Maharashtra, (ii) the Registrar of Companies, Mumbai, Maharashtra (iii) the concerned Income Tax Authority; (iv) the Reserve Bank of India, (v) the BSE Limited, (vi) the National Stock Exchange of India Limited, and (vii) Securities & Exchange Board of India, with a direction that they may submit their representations, if any, to this Tribunal within 30 days of receipt of the notice. None of the above authorities have till date filed their representations before this Tribunal.
5. Pennar Industries Limited, an unsecured creditor of the Petitioner Company has written a letter, addressed to this Tribunal and copy endorsed to the Petitioner Company raising an objection to the Scheme. The Petitioner Company is directed to issue a notice of the date of hearing of the Petition to the said unsecured creditor.

6. As directed by this Tribunal *vide* the said Order, the Petitioner Company had given wide publicity of the meetings of their equity shareholders and unsecured creditors by publishing the notice of their respective meetings in the Pan India editions of Times of India in English language and Marathi translation thereof in Maharashtra editions of Loksatta. The Petitioner Company is directed to publish the notice of the date of hearing of the Petition, at least 10 clear days before the date of hearing of the Petition, in the Pan India editions of Times of India in English language and Marathi translation thereof in Maharashtra editions of Loksatta.
7. The Petitioner Company to file an affidavit proving publication of the Notice in the newspapers as mentioned above, at least 3 days before the date fixed for hearing.

SD/-  
**V. P. Singh,**  
**Member (Judicial)**

Date: 16.07.2019

Pratiksha Shukla