

IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH

COURT – IV

3.

C.P.(CAA)/18(MB)2024

IN

C.A.(CAA)/247(MB)2023

CORAM:

MS. ANU JAGMOHAN SINGH  
MEMBER (Technical)

SHRI KISHORE VEMULAPALLI  
MEMBER (Judicial)

ORDER SHEET OF THE HEARING HELD ON 06.02.2024

NAME OF THE PARTIES: Jaysynth Dyestuff (India) Limited

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

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**ORDER**

1. CA Harsh C Ruparelia i/b ARCH and Associates, Ld. Authorised Representative for the Petitioner Companies present.
2. Petition **Admitted**.
3. Petition fixed for hearing and final disposal on **21.03.2024**.
4. The Professional for the Petitioner Companies states that in pursuance of the directions contained in Order dated November 09, 2023 passed by this Tribunal in the Company Scheme Application No. 247 of 2023, the First Petitioner Company was directed to convene a meeting of the equity shareholders on Thursday, December 21, 2023 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to consider, and, if thought fit, to approve the Scheme, with or without modifications. Notice of the meeting was sent to the equity shareholders of the First 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 meetings of the First Petitioner Company were also advertised, as directed by the said order, in 'Business Standard' in English and 'Navshakti' in Marathi respectively, both circulated in Mumbai.



On Tuesday, November 21, 2023, a meeting of the Equity Shareholders of the First Petitioner Company was duly convened in accordance with the said order, which was held through VC/OAVM and Shri Ujjwal Uke IAS (R) acted as the Chairperson of the meeting, wherein the Scheme of Amalgamation was explained by the Chairperson of the Meeting and the Scheme was approved with requisite majority.

5. The Professional for the Petitioner Companies states that in pursuance of the directions contained in Order dated November 09, 2023, the meeting of equity shareholders of Second Petitioner Company was dispensed with in the lights of consent affidavits received from all the equity shareholders of the Second Petitioner Company.
6. The Professional for the Petitioner Companies states that in pursuance of the directions contained in Order dated November 09, 2023, the Third Petitioner Company was directed to convene a meeting of the equity shareholders on Thursday, December 21, 2023 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to consider, and, if thought fit, to approve the Scheme, with or without modifications. Notice of the meeting was sent to the equity shareholders of the 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 meetings of the Third Petitioner Company were also advertised, as directed by the said order, in ‘Business Standard’ in English and ‘Navshakti’ in Marathi respectively, both circulated in Mumbai. On Tuesday, November 21, 2023, a meeting of the Equity Shareholders of the Third Petitioner Company was duly convened in accordance with the said order, which was held through VC/OAVM and Shri Ujjwal Uke IAS (R) acted as the Chairperson of the meeting, wherein the Scheme of Amalgamation was explained by the Chairperson of the Meeting and the Scheme was approved with requisite majority.



7. The Professional for the Petitioner Companies states that in pursuance of the directions contained in Order dated November 09, 2023 passed by this Tribunal in the Company Scheme Application No. 247 of 2023, the meeting of unsecured creditors of Petitioner Companies was dispensed with in the lights of, since the present Scheme is an arrangement between the Petitioner Companies and its shareholders as contemplated in Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Companies Act, 2013, as there is no compromise of arrangement with creditors as it does not affect the rights and interests of the Unsecured Creditors of the Petitioner Companies. Further, there is no diminution of liability of any of the Unsecured Creditor of the Petitioner Companies who will be paid off in the ordinary course of business. The net worth of the Third Petitioner Company is highly positive and there would not be any adverse impact on the financial position post-merger and in light of said undertaking, meeting of unsecured creditors of the Petitioner Companies were dispensed with.
8. The Professional for the Petitioner Companies states that in pursuance of the directions contained in Order dated November 09, 2023 passed by this Tribunal in the Company Scheme Application No. 247 of 2023, the meeting of secured creditors of First Petitioner Company and Third Petitioner Company was dispensed with in the lights of, since the present Scheme is an arrangement between the Petitioner Companies and its shareholders as contemplated in Section 230(1)(b) and not in accordance with the provisions of Section 230(1)(a) of the Companies Act, 2013, as there is no compromise of arrangement with creditors as it does not affect the rights and interests of the secured creditors of the Petitioner Companies. Further, there is no diminution of liability of any of the secured creditor of the First Petitioner Company and Third Petitioner Company who will be paid off in the ordinary course of business. The net worth of the Third Petitioner Company



is highly positive and there would not be any adverse impact on the financial position post-merger. Further, The First Petitioner Company and Third Petitioner Company has also obtained No Objection Consent Letter from the secured creditor of the First Petitioner Company and Third Petitioner Company respectively and in light of said undertaking, meeting of secured creditors of the First Petitioner Company and Third Petitioner Company were dispensed with.

9. Further there were no secured creditors in the Second Petitioner Company so question of convening the meeting did not arise.
10. The Professional for 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 November 09, 2023, in Company Scheme Application No. C.A. (CAA) / 247 / MB / 2023.
11. The First Petitioner Company has 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) Income Tax Authority on November 22, 2023;
  - (ii) Central Government through the office of Regional Director, Western Region, Mumbai, Maharashtra on November 21, 2023;
  - (iii) Registrar of Companies, Mumbai, Maharashtra on November 21, 2023;
  - (iv) Official Liquidator, High Court Bombay on November 22, 2023;
  - (v) Concerned GST authorities on November 21, 2023;
  - (vi) Bombay Stock Exchange (BSE) on November 21, 2023;
  - (vii) Securities Exchange Board of India (SEBI) on November 21, 2023;
  - (viii) Competition Commission of India (CCI) on November 22, 2023; and



(ix) Nodal Officer of Income Tax Department i.e. Principal Chief Commissioner of Income Tax on November 22, 2023.

12. The Second Petitioner Company has 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) Income Tax Authority on November 21, 2023;
- (ii) Central Government through the office of the Regional Director, Western Region, Mumbai, Maharashtra on November 21, 2023;
- (iii) Registrar of Companies, Mumbai, Maharashtra on November 21, 2023;
- (iv) Concerned GST authorities on November 21, 2023;
- (v) Competition Commission of India (CCI) on November 22, 2023;
- (vi) Nodal Officer of Income Tax Department i.e. Principal Chief Commissioner of Income Tax on November 22, 2023; and
- (vii) Official Liquidator, High Court Bombay on November 22, 2023.

13. The Third Petitioner Company has 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) Income Tax Authority on November 22, 2023;
- (ii) Central Government through the office of Regional Director, Western Region, Mumbai, Maharashtra on November 21, 2023;
- (iii) Registrar of Companies, Mumbai, Maharashtra on November 21, 2023;
- (iv) Official Liquidator, High Court Bombay on November 22, 2023;



- (v) Concerned GST authorities on November 21, 2023;
- (vi) Bombay Stock Exchange (BSE) on November 21, 2023;
- (vii) Securities Exchange Board of India (SEBI) on November 21, 2023; and
- (viii) Nodal Officer of Income Tax Department i.e. Principal Chief Commissioner of Income Tax on November 22, 2023.

14. The Professional for the Petitioner Companies further submits that pursuant to the directions contained in the said Order, Petitioner Companies have filed affidavits of service on December 02, 2023 and Compliance Affidavit on December 02, 2023 reporting that the directions regarding the issue of notices have been duly complied with and proving dispatch of notices to the Equity shareholders, Regulatory Authorities and dispatch of notices to the creditors of the Petitioner Companies (wherever applicable).

15. 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) Ministry of Corporate Affairs;
- (iii) Registrar of Companies, Maharashtra, Mumbai;
- (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) The Bombay Stock Exchange (BSE);
- (vi) The Securities Exchange Board of India (SEBI);
- (vii) Jurisdictional Goods and Service Tax Authority (Proper Officer), with whom the Petitioner Companies are assessed to tax under GST law;



(viii) The Competition Commission of India (CCI), if any;

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

16. 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.

17. 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”*.

18. 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.

19. 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.

20. 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.

21. 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.



22. Ordered accordingly.

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

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