

**NATIONAL COMPANY LAW TRIBUNAL**  
**MUMBAI BENCH, COURT-II**

11. **C.P.(CAA)/54/MB/2021 In C.A.(CAA)/ 77 /MB/2019**

**CORAM:**

**SHRI SHYAM BABU GAUTAM          JUSTICE P. N. DESHMUKH (Retd.)**  
**HON'BLE MEMBER (T)                          HON'BLE MEMBER (J)**

**ORDER SHEET OF THE HEARING OF MUMBAI BENCH OF THE  
NATIONAL COMPANY LAW TRIBUNAL ON    30.09.2022**

**NAME OF THE PARTIES: - All Indian Origin Chemists And  
Distributors Limited**

**APPEARANCES: -**

**FOR THE APPLICANT    : Adv. Shrawat**  
**FOR THE RESPONDENT     : Adv. Rakesh**

**Section: 230-232 Of Companies Act, 2013**

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**ORDER**

The matter is taken up through Virtual Hearing (VC).

**CP(CAA)/54(MB)/2021 In CA(CAA)/77(MB)/C/2019** was listed on

**28.10.2022** vide order dated **23.09.2022**, same has been adjourned to

**10.11.2022** due to Diwali vacations. Rest of the order remains

unchanged.

**Sd/-**  
**SHYAM BABU GAUTAM**  
**Member (Technical)**

Manish Tiwari

**Sd/-**  
**JUSTICE P. N. DESHMUKH**  
**Member (Judicial)**

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
COURT II, MUMBAI BENCH**

**CP(CAA)/54/MB/2021**

**IN**

**CA (CAA)/77/MB/C-II/2019**

*In the matter of the Companies Act, 2013*

*And*

*In the matter of Sections 230 to 232 of The  
Companies Act, 2013 and other applicable  
provisions of the Companies Act 2013 and  
Rules made thereunder*

*And*

*In the matter of Scheme of Arrangement and  
Amalgamation between All Indian Origin  
Chemists & Distributors Limited (AIOCDL)  
and Maharashtra Safe Chemists and Distrib-  
utors Alliance Limited (MSCDAL) and their  
respective shareholders*

**All Indian Origin Chemists & Distributors Limited**

6<sup>th</sup> Floor, Corporate Park - II,  
V.N. Purav Marg, Chembur,  
Mumbai – 400071 at Maharashtra  
CIN: U74110MH2007PLC167578

...First Petitioner Company/Transferor  
Company

**Maharashtra Safe Chemists and Distributors Alliance Limited**

6<sup>th</sup> Floor, Corporate Park - II,  
V.N. Purav Marg, Chembur,  
Mumbai – 400071 Maharashtra  
CIN: U24239MH2006PLC165149

...Second Petitioner Company/Transferee  
Company

*Coram:*

Hon'ble Justice P.N. Deshmukh (Retd.), Member (Judicial)

Hon'ble Shyam Babu Gautam, Member (Technical)

*Appearances (through video conferencing)*

For the Petitioner Companies: Mr. Ahmed Chunawala, Advocate

i/b Mehta & Mehta Legal Advisory

**ORDER**

**Per- Shyam Babu Gautam, Member Technical**

1. The Court is convened by videoconference today.
2. The Petitioner Companies states that in pursuance of the directions contained in order dated 5 March 2020 ("**Order**") passed by this Tribunal in C.A. (CAA)/77/MB/C-II/2019 the meetings of Shareholders of the Petitioner Companies were convened on 20 November 2020 and the present Scheme was approved by the requisite majority. The Chairperson's Affidavit attaching the Scrutinizer's Reports have been filed by this Tribunal *vide* Affidavits dated 27 November 2020.
3. The Petitioner Companies states that in pursuance of the directions contained in order dated 5 March 2020 passed by this Tribunal in C.A. (CAA)/77/MB/C-II/2019 there were no Secured Creditors in the Petitioner Companies and the meetings of Creditors were dispensed with, since there are no compromise or arrangement with Creditors as no sacrifice is called for and no rights of the Creditors are affected. However, this Tribunal directed to issue notices to all the Creditors in the Petitioner Companies and accordingly the Petitioner Companies have issued notices to all its Creditors.

4. In pursuance of the said order, the Petitioner Companies have served notices upon the (i) Income Tax Authority; (ii) Central Government through the concerned office of the Regional Director (iii) concerned Registrar of Companies (iv) Central Drugs Standard Control Organisation (iv) Official Liquidator in so far as the Transferor Company is concerned as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
5. In view of the above the present Company Scheme Petition seeking sanction of the Scheme of Arrangement is admitted for hearing with the following directions.
6. The Petitioner Companies are directed to serve notices along with copy of the scheme upon:-
  - i. concerned Income Tax Authorities within whose jurisdiction the respective Petitioner Company's assessments are made;
  - ii. the Central Government through the office of Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai;
  - iii. concerned Registrar of Companies
  - iv. Central Drugs Standard Control Organisation
  - iv. Official Liquidator
7. 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 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
8. The Petitioner Companies shall host notices along with the copy of the scheme on their respective websites, if any.

9. The Petitioner Companies shall file Compliance Report with the registry in lieu of customary affidavit of service in regard to the directions given by the Tribunal at least Three days before the date fixed for final hearing and do report to this Tribunal that the directions have been duly complied with.
  
10. List the matter on 28.10.2022

**Sd/-**

**SHYAM BABU GAUTAM  
(MEMBER TECHNICAL)**

**Sd/-**

**JUSTICE P.N. DESHMUKH  
(MEMBER JUDICIAL)**