

NATIONAL COMPANY LAW TRIBUNAL KOCHI BENCH

CORAM:
SHRI VINAY GOEL, HON'BLE MEMBER (JUDICIAL)
SHRI RAVICHANDRAN RAMASAMY, HON'BLE MEMBER (TECHNICAL)

PETITION No./IA No.	CP(CAA)/3/KOB/2026
SECTION	SEC.232 R/W 230 C/ACT
NAME OF PARTIES	AESTHETIC GOLD ORNAMENTS PRIVATE LIMITED & 50 OTHERS COMPANIES AND MALABAR GOLD AND DIAMONDS LIMITED
PETITIONERS ADVOCATE/ PROFESSIONAL	KSR & CO
RESPONDENTS ADVOCATE/ PROFESSIONAL	

15 JUNE 2026

O R D E R

CP(CAA)/3/KOB/2026

1. This is a second motion petition filed under Section 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 to obtain sanction of this Tribunal for the Scheme of Amalgamation of the Applicant Companies.
2. Ld Counsel, Ms. Manjula Devi appears physically on behalf of the petitioners.
3. The First motion application was passed by this Tribunal on 25.03.2026. The reports of the Chairpersons approving the scheme have been placed on record along with this application.
4. For issuance of Notice on Petitions, we would like to refer to Section 230 (5) of the Companies Act, 2013, read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016. The same read as under:-

230. Power of compromise or make arrangements with creditors and members

(5) A notice under sub-section (3) along with all the documents in such form as may be prescribed shall also be sent to the Central Government, the income-tax authorities, the Reserve Bank of India, the Securities and Exchange Board, the Registrar, the respective stock exchanges, the Official Liquidator, the Competition Commission of India established under sub-section (1) of section 7 of the Competition Act, 2002, if necessary, and such other sectoral regulators or authorities which are likely to be affected by the compromise or arrangement and shall require that representations, if any, to be made by them shall be made within a period of thirty days from the date of receipt of such notice, failing which, it shall be presumed that they have no representations to make on the proposals.

Rule 8

8. Notice to statutory authorities. - (1) For the purposes of sub section (5) of section 230 of the Act, the notice shall be in Form No. CAA.3, and shall be accompanied with a copy of the scheme of compromise or arrangement, the explanatory statement and the disclosures mentioned under rule 6, and shall be sent to.- (i) the Central Government, the Registrar of Companies, the Income tax authorities, in all cases; (ii) the Reserve Bank of India, the Securities and Exchange Board of India, the Competition Commission of India, and the stock exchanges, as may be applicable; (iii) other sectoral regulators or authorities, as required by Tribunal.

(2) The notice to the authorities mentioned in sub-rule (1) shall be sent forthwith, after the notice is sent to the members or creditors of the company, by registered post or by speed post or by courier or by hand delivery at the office of the authority.

(3) If the authorities referred to under sub-rule (1) desire to make any representation under sub-section (5) of section 230, the same shall be sent to the Tribunal within a period of thirty days from the date of receipt of such notice and copy of such representation shall simultaneously be sent to the concerned companies and in case no representation is received within the stated period of thirty days by the Tribunal, it shall be presumed that the authorities have no representation to make on the proposed scheme of compromise or arrangement.

Rule 16

16. Date and notice of hearing.—

(1) The Tribunal shall fix a date for the hearing of the petition, and notice of the hearing shall be advertised in the same newspaper in which the notice of the meeting was advertised, or in such other newspaper as the Tribunal may direct, not less than ten days before the date fixed for the hearing.

(2) The notice of the hearing of the petition shall also be served by the Tribunal to the objectors or to their representatives under sub-section (4) of section 230 of the Act and to the Central Government and other authorities who have made representation under rule 8 and have desired to be heard in their representation.

5. In view of the above, notice be issued to the authorities specified in Section 230(5) of Companies Act 2013 read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules 2016, for submitting their representation, if any. Notice to be served by all modes and affidavit evidencing proof of service be filed within 7 days.
6. In addition to the service of notice as above: -

- a) Petitioners are directed to take steps for service of notice in Form CAA3 and to the Central Government, through the Ministry of Corporate Affairs to the Jurisdictional Regional Director(s), Ministry of Corporate Affairs, to be sent in rd.south@mca.gov.in
 - b) Notice to Registrar of Companies, Kerala & Lakshadweep to be sent in roc.ernakulam@mca.gov.in
 - c) Notice to Official Liquidator, Hon'ble High Court of Kerala to be sent in ol-cochin-mca@nic.in
 - d) Notice to the concerned Income Tax Authorities in kochi.pccit@incometax.gov.in
 - e) Notice to the concerned Customs Department
 - f) Notice to the concerned Goods and Service Tax Department
 - g) Notice to the concerned Employees State Insurance Authorities
 - h) Notice to the concerned Employees Provident Fund Authorities
 - i) Notice to the concerned Reserve Bank of India
 - j) Notice to the concerned Competition Commission of India
 - k) Notice to the concerned Securities and Exchange Board of India
 - l) Notice to other concerned Statutory Regulators / Sectoral Regulators, if applicable, be served.
7. Further, notice is also directed to be published in 'The Hindu' (All India Edition) English daily and in the respective regional newspapers, namely, 'Malayala Manorama' Malayalam daily for the State of Kerala, 'Dinathanthi' Tamil daily for the State of Tamil Nadu and Puducherry, 'Gomantak' Marathi daily for the State of Goa, 'Vijayakarnataka' Kannada daily for the State of Karnataka, 'Eenadu' Telugu daily for the States of Andhra Pradesh and Telangana, and 'Dainik Bhaskar' Hindi daily for the States of Delhi, Haryana, Maharashtra, Gujarat, West Bengal, Uttar Pradesh, Punjab, Chandigarh, Bihar, Odisha, Chhattisgarh, Madhya Pradesh, Rajasthan, Uttarakhand and Jharkhand, in terms of Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 and an affidavit evidencing proof of publication be filed.

8. All the authorities on receipt of the notice, are directed to file their representation, if any, within 30 days from the date of receipt of the notice. In case, no representation is received, it will be presumed that they have no objection to the proposal.
9. Counsel for the Petitioners has submitted that the annexures forming part of Form NCLT-1 in CA/(CAA)2/KOB/2026 have already been placed on record before this Tribunal and, considering the voluminous nature of documents, sought dispensation from re-filing the same and permission to refer to the documents already on record.
10. Having considered the submissions made on behalf of the Petitioner Companies, the Registry is directed not to send the records of CA/(CAA)2/KOB/2026 to the Record Room for the time being. The Petitioners are exempted from filing physical copies of the documents, which are already available on record in CA/(CAA)2/KOB/2026. However, the Petitioners would be under obligation to upload all such documents on the DMS portal, as required under the NCLT Rules, 2016 and applicable regulations. It is further clarified that, if need be, this Adjudicating Authority may issue further directions in this regard.
11. Case is adjourned to **22.07.2026**.

Sd/-
RAVICHANDRAN RAMASAMY
MEMBER (TECHNICAL)

Sd/-
VINAY GOEL
MEMBER (JUDICIAL)