



Hindustan Foods Limited

A Vanity Case Group Company

Registered Office: Office No.3, Level-2, Centrium, Phoenix Market City,
15, Lal Bahadur Shastri Road, Kurla (West), Mumbai, Maharashtra, India. 400 070.
Email: business@thevanitycase.com Website: www.hindustanfoodslimited.com
Tel. No. +91-22-61801700 / 01 CIN: L15139MH1984PLC316003

COMPANY SCHEME PETITION NO.118 OF 2021

IN

COMPANY SCHEME APPLICATION NO. 1069 OF 2020

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

In the matter of Composite Scheme of Arrangement and Amalgamation between Avalon Cosmetics Private Limited ('the Demerged Company' or 'the First Petitioner Company') and ATC Beverages Private Limited ('the Transferor Company' or 'the Second Petitioner Company') and Hindustan Foods Limited ('the Resulting Company' or 'the Transferee Company' or 'the Third Petitioner Company') and their respective Shareholders ('the Composite Scheme').

Hindustan Foods Limited

a Company Incorporated under the provisions of
Companies Act 1956 having its Registered Office at
Office No. 03, Level 2, Centrium, Phoenix Market City,
15, Lal Bahadur Shastri Rd, Kurla, Mumbai 400070
CIN: L15139MH1984PLC316003

...the Third Petitioner Company

To,
The Registrar of Companies,
Ministry of Corporate Affairs,
Everest, 5th floor,
100, Marine lines,
Mumbai - 400002,
Maharashtra.





NOTICE OF FINAL HEARING OF THE COMPANY SCHEME PETITION ('NOTICE')


Notice is hereby given that a Petition under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 for an order sanctioning the Composite Scheme of Arrangement and Amalgamation between Avalon Cosmetics Private Limited ('the Demerged Company' or 'the First Petitioner Company') and ATC Beverages Private Limited ('the Transferor Company' or 'the Second Petitioner Company') and Hindustan Foods Limited ('the Resulting Company' or 'the Transferee Company' or 'the Third Petitioner Company') and their respective Shareholders was admitted by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') on August 5, 2021. The said Petition is fixed for final hearing before the Hon'ble NCLT on September 28, 2021.

Copy of the Hon'ble NCLT order dated August 5, 2021 is attached herewith as **Annexure 'A'**.

You are hereby informed that representations, if any, in connection with the proposed Composite Scheme may be made to the Hon'ble Tribunal on receipt of this Notice, not later than 2 days before the date fixed for hearing of Petition, and where they seek to oppose the Petition, the grounds of opposing or a copy of the affidavit should be furnished with such Notice. Copy of the representation may simultaneously be served upon the Third Petitioner Company.

Dated this 2nd day of September, 2021

For **Hindustan Foods Limited**


Bankim Purohit
Company Secretary



Enclosure: i) Hon'ble NCLT order dated August 5, 2021

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

C.P.(CAA)/118/MB-II/2021

Connected with

C.A.(CAA) No. 1069/MB-II/2020

In the matter of
Companies Act, 2013

AND

In the matter of
Companies Act, 2013 (18 of 2013)

AND

Sections 230-232 of the Companies Act, 2013
and other applicable provisions of the
Companies Act, 2013 read with the
Companies (Compromises, Arrangements and
Amalgamations) Rules, 2016;

AND

In the matter of
Composite Scheme of Arrangement and
Amalgamation between Avalon Cosmetics
Private Limited ('the Demerged Company')
and ATC Beverages Private Limited ('the
Transferor Company') and Hindustan Foods
Limited ('the Resulting Company' or 'the
Transferee Company') and their respective
Shareholders.

Avalon Cosmetics Private Limited

[CIN: U24246MH2003PTC140203]

a Company Incorporated under the provisions of
Companies Act, 1956 having its Registered Office at Unit
No.3, Level 02, Centrium, Phoenix Market City, Kurla
(W), Mumbai – 400070, Maharashtra

... First Petitioner Company



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

C.P.(CAA)/118/MB-II/2021

Connected with

C.A.(CAA) No. 1069/MB-II/2020

ATC Beverages Private Limited

[CIN: U01554MH2004PTC339661]

a Company Incorporated under the provisions of Companies Act, 1956 having its Registered Office at Unit No.3, Level 01, Centrium, Phoenix Market City, Kurla (W), Mumbai – 400070, Maharashtra

... Second Petitioner Company

Hindustan Foods Limited

[CIN: L15139MH1984PLC316003]

a Company Incorporated under the provisions of Companies Act, 1956 having its Registered Office at Office No. 03, Level 2, Centrium, Phoenix Market City, 15, Lal Bahadur Shastri Rd, Kurla (W), Mumbai 400070, Maharashtra

...Third Petitioner Company

Order delivered on 05.08.2021

Coram:

Mr. Ashok Kumar Borah : Hon'ble Member (Judicial)
Mr. Shyam Babu Gautam : Hon'ble Member (Technical)

Appearances (through video conferencing)

For the Petitioner(s) : Mr. Ahmed M Chunawala
i/b M/s. Rajesh Shah & Co., Advocate.



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

C.P.(CAA)/118/MB-II/2021

Connected with

C.A.(CAA) No. 1069/MB-II/2020

ORDER

Per: Shyam Babu Gautam, Member (Technical)

1. The Court is convened by video conference.
2. Learned Counsel for the Petitioner Companies state that in pursuance of the directions contained in the Order dated 26th April, 2021 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 1069 of 2020, the meeting of Equity Shareholders of the First Petitioner Company and Preference Shareholders of the Third Petitioner Company was dispensed in view of the Company Scheme Application, inter-alia stating therein that consents of all the Equity Shareholders of the First Petitioner Company and Preference Shareholders of the Third Petitioner Company have been obtained.
3. Learned Counsel for the Petitioner Companies state that in pursuance of the directions contained in Order dated 26th April, 2021 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 1069 of 2020, as there are no Preference Shareholders in the First Petitioner Company, therefore, need for convening their meeting or issuing notices to them does not arise.
4. Learned Counsel for the Petitioner Companies state that in pursuance of the directions contained in Order dated 26th April,



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

C.P.(CAA)/118/MB-II/2021

Connected with

C.A.(CAA) No. 1069/MB-II/2020

2021 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 1069 of 2020, meeting of the Equity Shareholders of the Second Petitioner Company was convened and held on 30th June, 2021 at 4:00 p.m. (IST) as per the directions of the said Order and the 7 (Seven) Equity Shareholders had casted their votes on the resolution for approving the Scheme. The same was duly passed by all the 7 (Seven) Equity Shareholders who casted their vote either through remote e-voting or voting at the meeting.

5. Learned Counsel for the Petitioner Companies state that in pursuance of the directions contained in Order dated 26th April, 2021 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 1069 of 2020, meeting of 9% Convertible Preference Shareholders of the Second Petitioner Company was convened and held on 30th June, 2021 at 2:00 p.m. (IST) as per the directions of the said Order and 1 (One) 9% Preference Shareholder had casted their votes on the resolution for approving the Scheme. The same was duly passed by the 1 (One) 9% Convertible Preference Shareholders who casted its vote either through remote e-voting or voting at the meeting.
6. Learned Counsel for the Petitioner Companies state that in pursuance of the directions contained in Order dated 26th April, 2021 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 1069 of 2020, meeting of 11.5% Preference Shareholders of the Second Petitioner



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

C.P.(CAA)/118/MB-II/2021

Connected with

C.A.(CAA) No. 1069/MB-II/2020

Company was duly convened and held on 30th June, 2021 at 3:00 p.m. (IST) as per the directions of the said Order and 1 (One) 11.5% Preference Shareholder had casted their votes on the resolution for approving the Scheme. The same was duly passed by the 1 (One) 11.5% Preference Shareholders who casted its vote either through remote e-voting or voting at the meeting.

7. Learned Counsel for the Petitioner Companies state that in pursuance of the directions contained in Order dated 26th April, 2021 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 1069 of 2020, meeting of Equity Shareholders of the Third Petitioner Company was duly convened and held on 30th June, 2021 at 11:30 a.m. (IST) as per the directions of the said Order and 48 (Forty Eight) Equity Shareholder had casted their votes on the resolution for approving the Scheme. The same was duly passed by the 47 (Forty Seven) Equity Shareholders including promoters and public who casted their vote either through remote e-voting or voting at the meeting and 1 (One) Equity Shareholder casted the vote against the resolution.
8. Learned Counsel for the Petitioner Companies state that in pursuance of the directions contained in Order dated 26th April, 2021 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 1069 of 2020, as there are no Secured Creditors in the Second Petitioner Company,



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

C.P.(CAA)/118/MB-II/2021

Connected with

C.A.(CAA) No. 1069/MB-II/2020

therefore, need for convening their meeting or issuing notices to them does not arise.

9. Learned Counsel for the Petitioner Companies state that in pursuance of the directions contained in Order dated 26th April, 2021 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 1069 of 2020, meeting of the Secured Creditors of the First and Third Petitioner Company and meeting of Unsecured Creditors of the Petitioner Companies was dispensed with.
10. The Learned Counsel for the Petitioner Companies further submits that the Company Petition is filed in consonance with Section 230 to 232 of the Companies Act, 2013 along with the Order passed in Company Application No. 1069 of 2020 by the National Company Law Tribunal, Mumbai Bench.
11. At least 10 days before the date fixed for final hearing, the Petitioner Companies to publish the notice of hearing of Petition in two local newspapers viz. "Business Standard", in English language and translation thereof in "Navashakti", in Marathi language, both having circulation in Mumbai as per Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
12. The Petitioner Companies shall issue notices to
 - i. Income Tax Authority concerned (with PAN Number)



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

C.P.(CAA)/118/MB-II/2021

Connected with

C.A.(CAA) No. 1069/MB-II/2020

- ii. the Central Government through the office of Regional Director, Western Region, Mumbai,
 - iii. Registrar of Companies concerned
 - iv. Securities and Exchange Board of India (only in case of the Third Petitioner Company),
 - v. BSE Limited (only in case of the Third Petitioner Company),
 - vi. Official Liquidator (only in case of the Second Petitioner Company) informing the date fixed for final hearing.
 - vii. Goods and Services Tax Council (GST) informing the date fixed for final hearing.
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 proof of compliance electronically 3 (Three) days before the final hearing date as stated in the above paragraph and do report to this Tribunal that the direction regarding the issue of the notice has been duly complied with.
15. Petition admitted. List the matter on 28th day of September, 2021.

Dated this the 05th day of August, 2021

Sd/-

SHYAM BABU GAUTAM
Member (Technical)

SAM

Sd/-

ASHOK KUMAR BORAH
Member (Judicial)

Certified True Copy
Copy Issued "free of cost"
On 26/08/2021
S. Sonawani
Deputy Registrar
National Company Law Tribunal Mumbai Bench
Government of India

