

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

**CP(CAA)/90/MB/2021  
In  
CA(CAA)/1150/MB/2020**

*In the matter of*  
**Companies Act, 2013**

**AND**

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

**AND**

**Section 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;**

*In the matter of*  
**Scheme of Amalgamation  
of**

**Ceeear Lifespaces Private Limited,**

**(Transferor Company /  
Petitioner Company No. 1)**

**With**

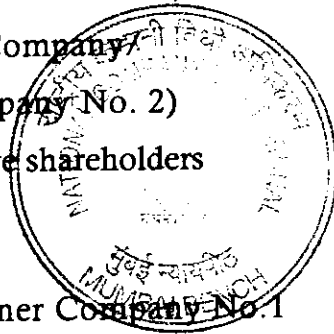
**Godrej Properties Limited,**

**(Transferee Company /  
Petitioner Company No. 2)**

**And their respective shareholders**

**Ceeear Lifespaces Private Limited**  
**[CIN: U45200MH2017PTC295706]**

**... Petitioner Company No. 1**



**Godrej Properties Limited**

[CIN: L74120MH1985PLC035308]

... Petitioner Company No.2

*(Collectively referred as the "Petitioner Companies") ...*

Order delivered on: 26.11.2021

Coram:

Shri Rajesh Sharma

Hon'ble Member (Technical)

Smt. Suchitra Kanuparthi

Hon'ble Member (Judicial)

*Appearances (via videoconferencing):*

For the Petitioners :

Ms. Vidisha Poonja i/b Hemant  
Sethi & Co., Advocate.

**ORDER**

*Per: Rajesh Sharma, Member (Technical)*

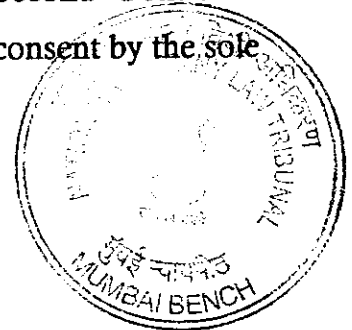
1. The Bench is convened through video conferencing today.
2. Petition Admitted.
3. Petition fixed for hearing and final disposal on 22.12.2021.
4. Learned Counsel for the First Petitioner Company states that in pursuance of the directions contained in Order delivered on 16 February 2021 passed by this Tribunal in CA(CAA)/1150/MB/2020, the meetings of Equity Shareholders of the First Petitioner Company was dispensed with in view of Consent Affidavits filed by the Equity Shareholders of the First Petitioner Company.
5. Learned Counsel for the Petitioner Company states that in pursuance of the directions contained in Order delivered on 16 February 2021



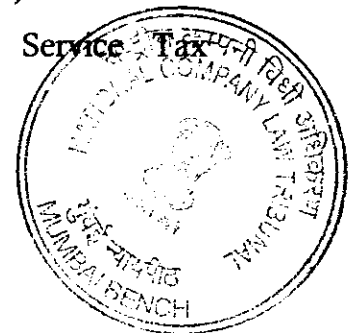
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passed by this Tribunal in C.A.(CAA)/1150/MB/2020 there are no Secured Creditors in the First Petitioner Company. In so far as the Unsecured Creditors are concerned notices were issued to the Unsecured Creditors of the First Petitioner Company as directed by this Tribunal.

6. Learned Counsel for the Second Petitioner Company states that in pursuance of the directions contained in Order delivered on 16 February 2021 passed by this Tribunal in C.A.(CAA)/1150/MB/2020 the meetings of Equity Shareholders and Unsecured Creditors of the Second Petitioner Company was dispensed with in view of ratio laid down by this Tribunal in *CSA No 243 of 2017 in the matter of Housing Development Finance Corporation Limited*, in *CSA No. 915 of 2017 in the matter of Godrej Consumer Products Limited*, in *CSA No. 899 of 2017 in case of Mahindra CIE Automotive Limited*, in *CSA No. 1019 of 2017 in case of Godrej Properties Limited*, in *CSA No. 1615 of 2018 in case of Dolvi Minerals and Metals Private Limited*, in *CSA No. 396 of 2019 in JSW Logistic Infrastructure Private Limited*, in *CSA No. 1611 of 2019 in CEAT Specialty Tyres Limited*, in *CSA No. 3123 of 2019 in JAI Corp Limited*, in *CSA No. 4149 of 2019 in Godrej Properties Limited*, and in *CSA No. 634 of 2020 in Asian Paints Limited*.
7. Learned Counsel for the First Petitioner Company states that in pursuance of the directions contained in Order delivered on 16 February 2021 passed by this Tribunal in C.A.(CAA)/1150/MB/2020 the meeting of the Secured Creditors of the Second Petitioner Company was dispensed with in view of the written consent by the sole Secured Creditor of the Second Petitioner Company.



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8. Counsel for the Petitioner Companies further submit that pursuant to the directions contained in the Order passed by this Tribunal in C.A.(CAA)/ 1150/MB/2020, Petitioner Company served notices upon the (i) concerned Income Tax Authorities, (ii) the Central Government through the office of Regional Director, Western Region, Mumbai, (iii) Registrar of Companies, Mumbai (iv) The Official Liquidator, Bombay (only in case of the First Petitioner Company), (v) Securities and Exchange Board of India (SEBI) (only in case of the Second Petitioner Company), (vi) BSE Limited (only in case of the Second Petitioner Company), (vii) National Stock Exchange of India Limited (NSE) (only in case of the Second Petitioner Company), (viii) Real Estate Regulatory Authority, (ix) concerned Goods and Service Tax Authorities and any other applicable regulatory authority as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
9. The Petitioner Companies shall issue notices of date of final hearing by Registered Post-AD/Speed Post and Hand Delivery upon:- (i) concerned Income Tax Authorities, (ii) the Central Government through the office of Regional Director, Western Region, Mumbai, (iii) Registrar of Companies, Mumbai (iv) The Official Liquidator, Bombay (only in case of the First Petitioner Company), (v) Securities and Exchange Board of India (SEBI) (only in case of the Second Petitioner Company), (vi) BSE Limited (only in case of the Second Petitioner Company), (vii) National Stock Exchange of India Limited (NSE) (only in case of the Second Petitioner Company), (viii) Real Estate Regulatory Authority, (ix) concerned Goods and Service Tax



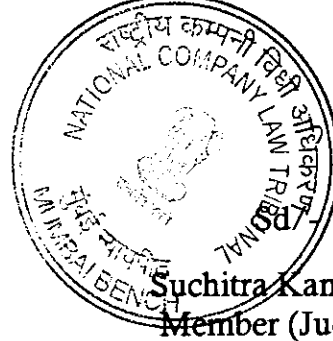
Authorities and any other applicable regulatory authority informing the date fixed for hearing.

10. At least 10 days before the date fixed for hearing, the Petitioner Company 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 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
11. The Petitioner shall host notices along with the copy of the scheme on their respective websites, if any.
12. The Petitioner Companies to file Affidavit of Service regarding the directions given by Tribunal, 3(three) days before the date fixed for final hearing and do report to Tribunal that the direction regarding the issue of advertisement and serving of the notices to authorities have been duly complied with.
13. Ordered accordingly.

Sd/-

Rajesh Sharma  
Member (Technical)

26.11.2021/pvs



Suchitra Kanuparthi  
Member (Judicial)

Certified True Copy  
Copy Issued "free of cost"  
On 30/11/2021

*Sachin Kumar*  
Deputy Registrar 30/11/2021

National Company Law Tribunal Mumbai Bench  
Government of India