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

C.P.(CAA)/60(MB)2025
IN
C.A.(CAA)/225(MB)2024

In the matter of
the Companies Act, 2013
AND
In the Matter of

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

AND

In the Scheme of Amalgamation
Between

ILUMINAR MEDIA LIMITED
(*Transferor Company)*

And

NYKAA FASHION LIMITED
(Transferee Company)

ILUMINAR MEDIA LIMITED
[CIN: U22100MH2013PLC433052] …First Applicant Company

NYKAA FASHION LIMITED
[CIN: U18102MH2019PLC320627] …Second Applicant Company

Pronounced: 27.05.2025

<u>CORAM:</u>

SHRI. ANIL RAJ CHELLAN
HON’BLE MEMBER (TECHNICAL)

SHRI. K. R. SAJI KUMAR
HON’BLE MEMBER (JUDICIAL)

Appearance: (Hybrid)

For the Applicant Companies:	Adv. Gaurav Joshi, Sr. Counsel a/w Adv. Mehul Shah, Adv. Peshwan Jehangir, Adv. Aman Yagnik Adv. Jamsheed Dadachanji, Adv. Roselin Alex and Adv. Palak Vashisth i/b Khaitan & Co, Advocates for the Applicant Companies.
For Regional Director (WR):	Ms. Rujuta Bankar, Authorised Representative of the Regional Director, Western Region

ORDER

1. Sanction of this Tribunal is sought under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (Act) to the Scheme of Amalgamation (Scheme) of Iluminar Media Limited (Transferor Company) with Nykaa Fashion Limited (Transferee Company) and their respective shareholders under Sections 230 to 232. The Scheme provides for the amalgamation of the Transferor Company with the Transferee Company with effect from the Appointed Date (as defined in the Scheme). The Scheme also provides for various other matters consequential to or otherwise integrally connected with in the manner set out in the Scheme. The First Applicant Company is a wholly owned subsidiary of the Second Applicant Company.

2. Heard the Counsel for the Applicant Companies and the Authorised Representative of the Regional Director (RD), Western Region. Neither any objection has been received by the Tribunal opposing the Company Scheme Application nor has any party controverted any averments made in the Company Scheme Application.

3. The registered offices of the Applicant Companies are situated in the State of Maharashtra and hence the subject matter of the Application is within the jurisdiction of the National Company Law Tribunal, Mumbai Bench.

4. The Ld. Counsel for the Applicant Companies submits that as the First Applicant Company is a wholly owned subsidiary of the Second Applicant Company, there shall be no issue of shares as consideration for the amalgamation of the First Applicant Company with the Second Applicant Company.

5. It is observed that the Board of Directors of the Applicant Companies in their respective Board meetings held on 10.10.2024 have approved the Scheme and the relevant Board Resolutions are annexed to the Company Scheme Application.

6. The Ld. Counsel for the Applicant Companies submits that the circumstances and/or reasons and/or grounds that have necessitated and/or justified the Scheme and some of the major benefits which would accrue from the Scheme are extracted from the Scheme and stated below:

Rationale for the Scheme

The Transferee Company is desirous of consolidating the assets and liabilities of the Transferor Company pursuant to the amalgamation. The Scheme provides for the amalgamation of the Transferor Company with the Transferee Company and will result in the following benefits:

(a) Streamlining of the corporate structure and consolidation of assets and liabilities of the Transferor Company within the Transferee Company;

(b) Drive synergies in technology infrastructure and collaboration with all the stakeholders of the companies;

(c) More efficient utilization of capital for enhanced development and growth of the consolidated business in one entity;

(d) Easier implementation of corporate actions through simplified compliance structure;

(e) Cost savings through legal entity rationalisation and consolidation of support functions, business processes, elimination of duplicate expenses, etc.;

(f) Improve management oversight and bring in operational efficiencies; and

(g) Reduction of administrative responsibilities, multiplicity of records and legal & regulatory compliances.

The Scheme is therefore in the interest of the Transferor Company, the Transferee Company, their respective shareholders and all other stakeholders of the companies.

7. The Application is filed in consonance with Section 230 to 232 and other applicable provisions of the Act read with Section 2(1B) and other applicable provisions of the Income Tax Act 1961 and the Order passed on 09.01.2024, in the C.A.(CAA)/225/MB/2024 by this Tribunal.

8. It is submitted that the Applicant Companies have complied with all the requirements as per the directions of this Tribunal. Moreover, the Applicant Companies undertake to comply with all statutory requirements, if any, as required under the Act and the rules & regulations made thereunder. The said undertaking is taken on record.

9. The Regional Director, Western Region on behalf of the Central Government has filed his Report dated 08.04.2025 inter-alia, stating its observations on the Scheme in Paragraphs 2 (a) to (m) of the Report In response to the observation made by the Regional Director, the Applicant Companies have filed an affidavit in rejoinder dated 08.04.2025 and have given necessary clarifications and undertakings as shown in the table below:

Para	Observation by the Regional Director	Undertaking of the Applicant Companies/Rejoinder
2(a)	*That the observations of the Central Government on the scheme are submitted as under:* *That on examination of the report of the Registrar of Companies, Mumbai dated 04.04.2025 for Petitioner Companies (Annexed as Annexure A-1) that the Petitioner Companies fall within the jurisdiction of ROC, Mumbai. It is stated that no complaint and/or representation regarding the proposed scheme of Amalgamation has been received in the matter of Petitioner Companies. Further, Petitioner Companies have filed Financial Statements up to 31.03.2024.* *The ROC has further submitted that in its report dated 04.04.2025 which*	The Applicant Companies state that the said observation is factual in nature. 1. The Applicant Companies undertake to comply with provisions of Section 232(3)(i) of the Companies Act, 2013. Further, the Transferee Company undertakes to pay the balance/difference amount of the fees on its increased authorized share capital, if any. 2. The charge created on the

Para	Observation by the Regional Director	Undertaking of the Applicant Companies/Rejoinder
	are as under: - 1. *Para 10.1 of the scheme is contrary to the provision 232(3)(i) of the Companies Act, 2013. Accordingly, it should be suitably modified, or Company should give an undertaking that the fee on increased authorized capital shall be set off against any fee payable by the transferee Company and the Company shall pay differential fees on increased authorized capital in terms of the aforesaid provisions of the Companies Act subsequent to the amalgamation. Thus, the company may be directed to comply with provisions of Section 232(3)(i) of the Companies Act, 2013 and make payment of balance amount, if any.*	assets of the Transferor Company and charge held by Milestone Trusteeship Services Private Limited, the Transferor Company submits that the Non-Convertible Debentures aggregating upto INR 7,00,00,000 have been redeemed and no dues letter has been obtained from the charge holder and necessary filings with regard thereto have been made with the Registrar of Companies. A copy of the no dues letter, form CHG-4 along with proof of form filing receipt, memorandum of satisfaction of charge is enclosed herewith through an additional affidavit. 3. Pursuant to the Scheme, the creditors and employees of the Transferor Company will become creditors and employees of the Transferee Company. The Transferee Company undertakes to meet, discharge and satisfy liabilities in relation to its creditors in

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	2. *As per the master data of the transferor Company, charge to the tune of Rs. 7,00,00,000/- is created on its assets and the charge is held by Milestone Trusteeship Services Private Limited. However, no NOC from the charge holder is submitted to this office* 3. *Interest of the creditors & Employees should be protected.* *Hence, the Petitioner Companies shall undertake to submit detailed replies against observations mentioned above.*	ordinary course as per applicable law. The rights of the creditors shall not be impacted pursuant to the Scheme and there will be no reduction in their claims on account of the Scheme. Further, the interest of employees will be duly protected.

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b)	*Transferee Company should undertake to comply with the provisions of section 232(3)(i) of the Companies Act, 2013 through appropriate affirmation in respect of fees payable by Transferee Company for increase of share capital on account of merger of transfer of companies.*	The Transferee Company undertakes to comply with provisions of Section 232(3)(i) of the Companies Act, 2013. Further, the Transferee Company undertakes to pay the balance/difference amount of the fees on its increased authorized share capital, if any.
c)	*In compliance of AS-14 (IND AS-103), the Transferor company and Transferee company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS-8) etc.*	The Transferee Company undertakes to pass such accounting entries which are necessary in connection with the Scheme to comply with such accounting standards notified under Section 133 of the Companies Act, 2013 as may be applicable.
d)	***As per Definition of the Scheme:-*** ***"Appointed Date"*** *means the opening business hours of 1 April 2024**,** or such other date as may be decided by the respective Board of the Parties;* ***"Effective Date"*** *means the opening hours of the first day of the month immediately succeeding the*	The Applicant Companies submit that the present Scheme is in compliance with the requirements of circular no. F. No. 7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.

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	month in which the order of the Tribunal sanctioning the Scheme is received by the Parties. Reference in this Scheme to the date of ***"coming into effect of this Scheme"*** *or* ***"effectiveness of this Scheme"*** *or* ***"effect of this Scheme"*** *or* ***"upon the Scheme becoming effective"*** *shall mean the Effective Date;* *In this regard, it is submitted that Section 230 to 232 of the Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective, and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon'ble Tribunal taking into account its inherent powers.* *The Transferor company and Transferee company may be directed to comply with the*	

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	requirements clarified vide general circular no. 09/2019 having F.No.7112/2019/CL -1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.	
e)	*The Transferor company and Transferee company have to undertake to comply with sections 230 to 232 of Companies Act, 2013, where the Transferor company is dissolved, the fee and stamp duty paid by the Transferor company on its authorised capital shall be set-off against fees and stamp duty payable by the Transferee company on its authorised capital subsequent to the amalgamation and therefore, petitioners to undertake that the Transferee company shall pay the difference of fees and stamp duty.*	The Applicant Companies undertake that it will comply with Sections 230 to 232 of Companies Act, 2013, whereby the fee and stamp duty paid by the Transferor Company on its authorised capital shall be set-off against fees and stamp duty payable by the Transferee Company on its authorised capital, subsequent to the amalgamation. Accordingly, the Transferee Company shall pay the difference of fees and stamp duty, if any.
f)	*The Hon'ble Tribunal may kindly seek the undertaking from the Transferor company and Transferee company that this Scheme is approved by the requisite majority of members and creditors as per Section 230(6) of the Act in meetings duly held in terms of*	The Applicant Companies state that, the captioned Company Scheme Application filed by the Applicant Companies have been allowed by the Tribunal vide its order dated 9 January 2025 In terms of the said Order, inter

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	Section 230(1) read with 7 subsection (3) to (5) of Section 230 of the Act and the Minutes thereof are duly placed before the Tribunal.	alia, the Tribunal directed the following: 1. The meetings of equity shareholders of the Petitioner Companies, for the purpose of approving the proposed Scheme, were dispensed in view of consent affidavits provided by all the equity shareholders of the Petitioner Companies. 2. As the Petitioner Companies did not have any preference shareholders, the question of convening and holding meeting of the preference shareholders did not arise. 3. As the First Petitioner Company did not have any secured creditors and unsecured creditors, the question of convening and holding meeting of the secured creditors and unsecured creditors did not arise.

Para	Observation by the Regional Director	Undertaking of the Applicant Companies/Rejoinder
		4. In compliance with applicable provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the said Order, the meeting of the secured creditors and unsecured creditors of the Second Petitioner Company were convened and held on 10 March 2025 at 11.30 a.m. and 12:15 p.m., respectively, for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme. The Scheme was approved with requisite majority at the said meetings of the secured creditors and unsecured creditors of the Second Petitioner Company. Copies of the Chairpersons' Report disclosing the results of the said meetings along with scrutinizer's report as filed with the Hon'ble Tribunal is enclosed herewith

Para	Observation by the Regional Director	Undertaking of the Applicant Companies/Rejoinder
		through an additional Affidavit.
g)	*The Transferee Company shall be in compliance with provisions of Section 2(1B) of the Income Tax Act, 1961. In this regard, the Transferor company and Transferee company shall ensure compliance of all the provisions of the Income Tax Act and Rules thereunder.*	The Applicant Companies undertake to ensure compliance with the provisions of the Income tax Act and Rules thereunder, as applicable.
h)	*The Hon'ble Tribunal may kindly direct the Transferor company and Transferee company to file an affidavit to the extent that the Scheme enclosed to the Company Application and the Company Petition are one and the same and there is no discrepancy, or no change is made.*	The Applicant Companies confirm that, the Scheme enclosed to the Company Scheme Application and Company Scheme Petition are one and the same and there is no discrepancy / change made.
i)	*The Hon'ble Tribunal may direct the Transferor Company and Transferee Company to clarify in respect of the pending charge of Rs. 7,00,00,000/- created on the assets of the Transferor Company*	In relation to the charge created on the assets of the Transferor Company and charge held by Milestone Trusteeship Services Private Limited, the Transferor Company submits that the Non-

Para	Observation by the Regional Director	Undertaking of the Applicant Companies/Rejoinder
	in favor of Milestone Trusteeship Services Private Limited, No NOC was also submitted from the charge holder.	Convertible Debentures aggregating upto INR 7,00,00,000 have been redeemed and no dues letter has been obtained from the charge holder and necessary filings with regard thereto have been made with the Registrar of Companies. A copy of the no dues letter, form CHG-4 along with proof of form filing receipt, memorandum of satisfaction of charge is enclosed herewith through an additional affidavit.
j)	*The Transferor company and Transferee company shall be directed u/s 230 (5) of CA, 2013 to serve notices to concerned Authorities which are likely to be affected by the present amalgamation. Further the approval of the scheme by the Hon'ble Tribunal may not deter such authorities from dealing with any of the issues arising after giving effect to the scheme and the decision of such authorities shall be binding on the Applicant Companies.*	The Applicant Companies states that notices under the provisions of section 230(5) of the Companies Act, 2013 have been served to the concerned authorities, in compliance with the directions of the Tribunal and no objections have been received from any of the authorities. Further, the Applicant Companies undertake that the Applicant Companies shall be bound by any decision of the concerned authorities that is made in accordance with law.

Para	Observation by the Regional Director	Undertaking of the Applicant Companies/Rejoinder
k)	*The Transferor company and Transferee company shall undertake to comply with the directions of the concerned sectoral Regulatory, if so required.*	The Applicant Companies undertake to comply with the directions of the concerned sectoral Regulatory, if any, in accordance with applicable law.
l)	*The Transferor company and Transferee company shall undertake to comply with the directions of the I.T. Department and GST Department, if any.*	The Applicant Companies undertake to comply with the directions of the Income Tax Department and GST Department, if any, in accordance with applicable law. Further, the Applicant Companies submit that the right of the tax authorities to initiate or continue appropriate proceedings regarding recovery of any tax shall not be affected in the view of the sanction of the Scheme and that all tax issues arising out of the Scheme will be met and answered in accordance with law.
m)	*It is observed from the latest Financial Statements for the year ending 31.03.2024 that the Transferee company has the following corporate body shareholders having more than 10% shareholding: -*	It is submitted that the Transferee Company has provided the necessary details of the holding reporting company by reporting in Form BEN-2 and filed the same with the Registrar of Companies, on 3 July 2023 vide SRN

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<tr><th>Para</th><th>Observation by the Regional Director</th><th>Undertaking of the Applicant Companies/Rejoinder</th></tr>
<tr><td></td><td><table><tr><th>Name of the companies</th><th>Name of the shareholder</th><th>Percentage of shareholding (%)</th></tr><tr><td>Iluminar Media Limited</td><td>FSN E-Commerce Ventures Limited</td><td>100%</td></tr><tr><td>Nykaa Fashion Limited</td><td>FSN E-Commerce Ventures Limited</td><td>100%</td></tr></table>
No Form BEN-2 has been filed by any of the Petitioner Companies as per records available at MCA21 Portal, hence Petitioner Companies shall undertake to comply with the provisions of section 90 of Companies Act, 2013 r/w. Companies (Significant Beneficial Owners) Amendment.</td><td>F62250485. A copy of the Form BEN-2 with paid challan, filed by the Transferee Company is enclosed with the Company Scheme Application through an additional affidavit.

Further, the Transferor Company has provided the necessary details of the holding reporting company by reporting in Form BEN-2 and filed the same with the Registrar of Companies, on 7 April 2025 vide SRNAB3274228. A copy of the Form BEN-2 with paid challan, filed by the Transferor Company is enclosed herewith through an additional affidavit.</td></tr>
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10. The Ld. Authorised Representative for RD, Western Region, Mumbai submitted that the above explanations and clarifications given by the Applicant Companies in reply are satisfactory and that they have no further objection to the Scheme.

11. The Official Liquidator has filed his Report dated 04.04.2025 (OL Report) before this Tribunal for consideration. The observations of the Official Liquidator are

submitted in paragraph 5 of the OL Report stating as follows, *“That, the Official Liquidator humbly submits that on perusal of records / documents furnished by the company, it is noticed that the affairs of the transferor company have not been conducted in a prejudicial to the interest of its members or to the public interest. Therefore, the representation of the Official Liquidator may be taken on record by this Hon’ble National Company Law Tribunal Mumbai Bench, Mumbai.”* In response to the observation made by the Official Liquidator, the Applicant Companies have also given necessary response vide affidavit in rejoinder dated 08.04.2025, stating as follows, “Accordingly, we say that, no objections have been raised by the Official Liquidator with respect to the Scheme.”

12. We observe that no adverse comments have been made regarding the state of affairs of the Transferor Company. Accordingly, the reply filed by the Applicant companies to the aforementioned report is taken on record. We conclude that the objections/ observations to the scheme raised by the RD, ROC and Ol have been adequately replied.

13. That the Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this scheme and, it shall be open to the income tax authorities to take necessary action as possible under the income –tax Act, 1961.

14. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.

15. The Applicant Companies are directed to file a certified copy of this Order along with a copy of the Scheme of Amalgamation with the concerned Registrar of Companies, electronically along with E- Form INC – 28, in addition to physical copy within 30 days from the date of receipt of the Order from the Registry of this Tribunal.

16. The Applicant Companies are further directed to provide a copy of this Order along with the Scheme duly certified by the Designated Registrar of this Tribunal, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, within a period of 60 working days from the date of receipt of the certified Order from the Registry of this Tribunal.

17. All concerned regulatory authorities to act on a copy of this Order along with the Scheme duly certified by the Designated Registrar of this Tribunal.

18. Any person interested shall be at liberty to apply to this Tribunal in the above matters for any directions that may be necessary.

19. The Appointed Date of the Scheme is the opening business hours of 01.04.2024 or such other date as may be decided by the respective Board of the Parties.

20. Accordingly, the above **C.P.(CAA)60/MB/2025** is **allowed** and disposed of.

Sd/-	Sd/-
SHRI ANIL RAJ CHELLAN	**SHRI K. R. SAJI KUMAR**
MEMBER (TECHNICAL)	**MEMBER (JUDICIAL)**