



**IN THE NATIONAL COMPANY LAW TRIBUNAL KOCHI**

**BENCH**

**CA(CAA)/02/KOB/2026**

*(Under Sections 230-233 of the Companies Act, 2013 read with Companies (Compromise, Arrangements and Amalgamations) Rule, 2016)*

*Date of Institution : 14.01.2026*

*Order delivered on: 25.03.2026*

***In the matter of scheme of arrangement  
in the nature of Amalgamation***

**OF**

**AESTHETIC GOLD ORNAMENTS PRIVATE  
LIMITED**

CIN:U36911KL2009PTC024370

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram, Peringolam  
(PO), Kozhikode, Kerala - 673571

**...Applicant Company No.1 /  
Transferor Company No.1**

**&**

**AL-AHALI BUSINESS TRADE LINKS PRIVATE  
LIMITED**

CIN:U36911KL1997PTC011338

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram, Peringolam  
(PO), Kozhikode, Kerala 673571

**...Applicant Company No.2/  
Transferor Company No.2**

**&**



**BLAZE GOLD JEWELS PRIVATE LIMITED**

CIN: U36911KL2009PTC024369

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram, Peringolam  
(PO). Kozhikode, Kerala - 673571

**...Applicant Company No.3/  
Transferor Company No.3**

**&**

**BLOSSOM GOLD COLLECTIONS PRIVATE  
LIMITED**

CIN:U52393KL2009PTC024506;

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.4/  
Transferor Company No.4**

**&**

**ECOMATE PACKAGING PRIVATE LIMITED**  
(formerly known as ECOMATE PACKAGING  
LLP),

CIN: U82920KL2024PTC090890

Having its registered office at 16/501,  
Montana Estate, Paingottupuram,  
Peringalam, Kozhikode, Kerala - 673571

**...Applicant Company No.5/  
Transferor Company No.5**

**&**



**EMERALD GOLD SOUK (INDIA) PRIVATE LIMITED,**

CIN: U52393KL2009PTC023863

Having its registered office at 16/501 M, Montana Estate, Paingottupuram, Peringolam (PO), Kozhikode, Kerala - 673571

**...Applicant Company No.6/  
Transferor Company No.6**

**&**

**EMINENT JEWEL ARCADE PRIVATE LIMITED,**

CIN: U51398KL2010PTC026078

Having its registered office at 16/501 M, Montana Estate, Paingottupuram, Peringolam (PO), Kozhikode. Kerala - 673571

**...Applicant Company No.7/  
Transferor Company No.7**

**&**

**FORT-IN INFRAGOLD COLLECTIONS PRIVATE LIMITED**

(formerly known as FORT-IN INFRAGOLD COLLECTIONS LLP)

CIN: U47733KL2024PTC089168.

Having its registered office at 16/501 M, Montana Estate, Paingottupuram, Peringalam (PO), Kozhikode, Kerala - 673571



**...Applicant Company No.8/  
Transferor Company No.8**

**&**

**GEHANA GOLD PALACE PRIVATE  
LIMITED,**

CIN: U51398KL2007PTC020985

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.9/  
Transferor Company No.9**

**&**

**GLISTEN GOLD COLLECTIONS PRIVATE  
LIMITED**

CIN: U52393KL2008PTC022635

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No. 10/  
Transferor Company No. 10**

**&**

**LUSTER GOLD PALACE (INDIA) PRIVATE  
LIMITED,**

CIN: U52393KL2007PTC021369

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571



**...Applicant Company No.11 /  
Transferor Company No.11**

**&**

**MALABAR BUSINESS CENTRE PRIVATE  
LIMITED,**

CIN:U70101KL1958PTC001812

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.12/  
Transferor Company No.12**

**&**

**MALABAR COCHIN ARCADE PRIVATE  
LIMITED,**

CIN: U45202KL2007PTC020490

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.13/  
Transferor Company No.13**

**&**

**MALABAR COLLECTIONS PRIVATE  
LIMITED.**

CIN: U51398KL2003PTC016458

Having its registered office at 16/501 M.  
Montana Estate. Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571



**...Applicant Company No.14 /  
Transferor Company No. 14**

**&**

**MALABAR CREATIONS PRIVATE LIMITED**

CIN: U51398KL2004PTC017157

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.15/  
Transferor Company No.15**

**&**

**MALABAR CRYSTALS AND DIAMONDS  
PRIVATE LIMITED**

CIN: U52393KL2006PTC019273

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.16 /  
Transferor Company No.16**

**&**

**MALABAR DAZZLE INDIA PRIVATE  
LIMITED**

CIN:U52393KL2007PTC020264

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No. 17/  
Transferor Company No.17**



**&**

**MALABAR DIAMOND GALLERY PRIVATE LIMITED**

CIN:U52393KL2006PTC019952

Having its registered office at 16/501 M, Montana Estate, Paingottupuram, Peringolam (PO), Kozhikode, Kerala - 673571

**...Applicant Company No.18/  
Transferor Company No.18**

**&**

**MALABAR EQUIPMENTS AND GENERAL TRADERS PRIVATE LIMITED**

CIN:U52599KL2006PTC020129

Having its registered office at 16/501 O, Montana Estate, Paingottupuram, Peringolam (PO), Kozhikode, Kerala - 673571

**...Applicant Company No.19/  
Transferor Company No. 19**

**&**

**MALABAR GOLD JEWELS (TIRUR) PRIVATE LIMITED**

CIN: U52393KL2005PTC018333

Having its registered office at 16/501 M, Montana Estate, Paingottupuram, Peringolam (PO), Kozhikode, Kerala - 673571

**...Applicant Company No.20/  
Transferor Company No.20**



**&**

**MALABAR GOLD PALACE PRIVATE LIMITED**

CIN: U52393KL2005PTC018265;

Having its registered office at 16/501 M, Montana Estate, Paingottupuram, Peringolam (PO). Kozhikode, Kerala - 673571

**...Applicant Company No.21/  
Transferor Company No.21**

**&**

**MALABAR GOLD SUPER MARKET (KANNUR) PRIVATE LIMITED**

CIN: U36911KL2005PTC018335

Having its registered office at 16/501 M, Montana Estate, Paingottupuram, Peringolam (PO). Kozhikode, Kerala - 673571

**...Applicant Company No.22/  
Transferor Company No.22**

**&**

**MALABAR INTERNATIONAL GOLD DESIGNS PRIVATE LIMITED**

CIN: U52393KL2006PTC019222

Having its registered 16/501 M, Montana Estate, Paingottupuram, Peringolam (PO), Kozhikode, Kerala - 673571

**...Applicant Company No.23/  
Transferor Company No.23**

**&**



**MALABAR JEWELS AND GEMS PRIVATE LIMITED**

CIN: U51398KL2003PTC016082

Having its registered office at 16/501 M, Montana Estate, Paingottupuram, Peringolam (PO), Kozhikode, Kerala - 673571

**...Applicant Company No.24/  
Transferor Company No.24**

**&**

**MALABAR KODUNGALLUR SONA BAZAR PRIVATE LIMITED**

CIN: U52393KL2007PTC020906

Having its registered office at 16/501 M, Montana Estate, Paingottupuram, Peringolam (PO). Kozhikode, Kerala 673571

**...Applicant Company No.25/  
Transferor Company No.25**

**&**

**MALABAR MANGALORE ARCADE PRIVATE LIMITED**

CIN: U45202KL2005PTC018334;

Having its registered office at 16/501 M. Montana Estate, Paingottupuram, Peringolam (PO), Kozhikode, Kerala - 673571

**...Applicant Company No.26/  
Transferor Company No.26**

**&**

**MALABAR ORNAMENTS PRIVATE LIMITED**



CIN: U51398KL2003PTC016237

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.27/  
Transferor Company No.27**

**&**

**MALABAR PACKAGING PRIVATE LIMITED**

CIN: U74999KL2021PTC072010

Having its registered office at 16/501 O,  
Montana Estate, Peringolam (PO),  
Kozhikode, Paingottupuram, Kerala -  
673571

**...Applicant Company No.28/  
Transferor Company No.28**

**&**

**MALABAR PRECIOUS JEWELS (INDIA)  
PRIVATE LIMITED**

CIN: U52393KL2006PTC019223

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.29/  
Transferor Company No.29**

**&**

**MALABAR RETNA MAHAL PRIVATE  
LIMITED**

CIN: U52393KL2006PTC019295



Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.30/  
Transferor Company No.30**

**&**

**MALABAR ROYAL DESIGNS (HYDERABAD)  
PRIVATE LIMITED**

CIN: U52393KL2005PTC018793

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.31/  
Transferor Company No.31**

**&**

**MALABAR RUBY PRIVATE LIMITED**

CIN: U52393KL2007PTC020142

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.32/  
Transferor Company No.32**

**&**

**MBMG DIAMONDS PRIVATE LIMITED**

CIN: U36911KL2008PTC022587

Having its registered office at 16/501 M.  
Montana Estate, Paingottupuram,



Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.33/  
Transferor Company No.33**

**&**

**MG PRECIOUS STONE TRADING  
VENTURES PRIVATE LIMITED**

CIN: U51398KL2008PTC022577

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.34/  
Transferor Company No.34**

**&**

**MGD HOLDINGS PRIVATE LIMITED**

CIN: U51909KL2012PTC030985

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.35 /  
Transferor Company No. 35**

**&**

**NORTHERN GOLD COLLECTION PRIVATE  
LIMITED** (formerly known as NORTHERN  
GOLD COLLECTIONS LLP)

CIN: U47733KL2024PTC089167

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,



Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.36 /  
Transferor Company No.36**

**&**

**PALATIAL GOLD ORNAMENTS PRIVATE  
LIMITED**

CIN: U51398KL2010PTC025426

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.37/  
Transferor Company No.37**

**&**

**PATINA GOLD ORNAMENTS PRIVATE  
LIMITED**

CIN: U52393KL2008PTC022493

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.38 /  
Transferor Company No.38**

**&**

**PROMINENT JEWEL ARCADE PRIVATE  
LIMITED**

CIN: U51398KL2010PTC026091

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,



Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.39/  
Transferor Company No.39**

**&**

**PROSPER JEWEL ARCADE PRIVATE  
LIMITED** (formerly known as PROSPER  
JEWEL ARCADE LLP)

CIN: U47733KL2024PTC090980

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**..Applicant Company No.40/  
Transferor Company No.40**

**&**

**RICHES JEWEL ARCADE PRIVATE LIMITED**  
(formerly known as RICHES JEWEL ARCADE  
LLP)

CIN: U47733KL2024PTC089169

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.41/  
Transferor Company No.41**

**&**

**SHEEN GOLDEN JEWELS (INDIA) PRIVATE  
LIMITED**

CIN: U36911KL2009PTC024368



Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.42 /  
Transferor Company No.42**

**&**

**SPARKLE GOLD RETAIL VENTURES  
LIMITED** (formerly known as SPARKLE  
GOLD RETAIL VENTURES LLP)

CIN: U47733KL2025PLC096457

Having its registered office at 16/501 M.  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala 673571

**...Applicant Company No.43/  
Transferor Company No.43**

**&**

**SPLENDOUR GOLD COLLETIONS PRIVATE  
LIMITED** (formerly known as SPLENDOUR  
GOLD COLLETIONS LLP)

CIN: U47733KL2024PTC091224

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.44/  
Transferor Company No.44**

**&**

**SWARNA KAMAL JEWELS (INDIA)  
PRIVATE LIMITED**



CIN: U52393KL2008PTC022562

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.45/  
Transferor Company No.45**

**&**

**THAS DISPLAYS PRIVATE LIMITED**

(formerly known as THAS DISPLAYS LLP)

CIN: U23933KL2024PTC090845

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.46/  
Transferor Company No.46**

**&**

**TN THANGAMAALIGAI PRIVATE LIMITED**

(formerly known as TN THANGAMAALIGAI  
LLP)

CIN: U47733KL2024PTC089208

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.47/  
Transferor Company No.47**

**&**

**TRAVANCORE GOLD INDIA PRIVATE  
LIMITED**



CIN: U52393KL2008PTC022607

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.48/  
Transferor Company No.48**

**&**

**UNIFY RETAIL VENTURES LIMITED**

(formerly known as UNIFY RETAIL  
VENTURES LLP)

CIN: U46498KL2025PLC092747

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.49/  
Transferor Company No.49**

**&**

**UNITY JEWEL ARCADE PRIVATE LIMITED**

CIN: U51398KL2010PTC026164

Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.50/  
Transferor Company No.50**

**&**

**VAJRA CREATIONS PRIVATE LIMITED**

CIN: U52393KL2007PTC021037



Having its registered office at 16/501 M,  
Montana Estate, Paingottupuram,  
Peringolam (PO), Kozhikode, Kerala -  
673571

**...Applicant Company No.51/  
Transferor Company No.51**

**COLLECTIVELY REFERRED AS  
"TRANSFEROR COMPANIES"**

**&**

**MALABAR GOLD AND DIAMONDS  
LIMITED** (formerly known as MALABAR  
GOLD LIMITED)

CIN: U52393KL2001PLC014804

Having its registered office at 16/501 M,  
Montana Estate,  
Paingottupuram, Peringolam (PO),  
Kozhikode, Kerala 673571

**...Applicant Company No.52/  
Transferee Company**

**&**

Their respective Shareholders and Creditors

**Coram:**

**HON'BLE MEMBER (JUDICIAL) : SHRI. VINAY GOEL**

**Appearances:**

For the Applicant Companies : Dr K S Ravichandran, PCS  
Mr. Manjula Devi, Advocate



## **ORDER**

1. This Joint Company Application **CA(CAA)/02/KOB/2026** has been filed by the Applicant Companies under Sections 230-232 of the Companies Act, 2013, (hereinafter called as 'the Act' or 'Companies Act') read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The proposed Composite Scheme of Arrangement in the nature of Amalgamation by the Applicant Companies herein with their respective Shareholders and Creditors.
2. The Applicant Companies in this Company Application have sought for the following reliefs:

**A. For the Transferor Companies:**

- i. To pass an order for dispensing and convening and holding with the meeting of Shareholders, Secured Creditors and Unsecured Creditors of the following Transferor Companies for approving the proposed Scheme pursuant to Section 232 read with Section 230 of the Companies Act, 2013 as mentioned as follows;*

<b>Applicant Company No. and Name</b>	<b>Shareholders Meeting</b>	<b>Unsecured Creditors Meeting</b>	<b>Secured Creditors Meeting</b>
1 - Aesthetic Gold Ornaments Private Limited	<b>To dispense with</b>	Order to Convene	Order to Convene
2 - Al-Ahali Business Trade Links Private Limited	Order to Convene	Order to Convene	Order to Convene
3 - Blaze Gold Jewels Private Limited	Order to Convene	Order to Convene	Order to Convene
4 - Blossom Gold Collections Private Limited	Order to Convene	Order to Convene	Order to Convene



IN THE NATIONAL COMPANY LAW TRIBUNAL  
KOCHI BENCH

CA(CAA)/02/KOB/2026  
*M/s. Malabar Gold and Diamonds Limited*

5 - Ecomate Packaging Private Limited	<b>To dispense with</b>	Order to Convene	Not Applicable
6 - Emerald Gold Souk (India) Private Limited	Order to Convene	Order to Convene	Order to Convene
7 - Eminent Jewel Arcade Private Limited	Order to Convene	Order to Convene	Order to Convene
8 - Fort-In Infragold Collections Private Limited	Order to Convene	Order to Convene	Order to Convene
9 - Gehana Gold Palace Private Limited	Order to Convene	Order to Convene	Order to Convene
10 - Glisten Gold Collections Private Limited	Order to Convene	Order to Convene	Order to Convene
11 - Luster Gold Palace (India) Private Limited	Order to Convene	Order to Convene	Order to Convene
12 - Malabar Business Centre Private Limited	Order to Convene	Order to Convene	Order to Convene
13 - Malabar Cochin Arcade Private Limited	Order to Convene	Order to Convene	Order to Convene
14 - Malabar Collections Private Limited	Order to Convene	Order to Convene	Order to Convene
15 - Malabar Creations Private Limited	Order to Convene	Order to Convene	Order to Convene
16 - Malabar Crystals And Diamonds Private Limited	Order to Convene	Order to Convene	Not Applicable
17 - Malabar Dazzle India Private Limited	Order to Convene	Order to Convene	Order to Convene
18 - Malabar Diamond Gallery Private Limited	Order to Convene	Order to Convene	Order to Convene
19 - Malabar Equipments And General Traders Private Limited	<b>To dispense with</b>	Order to Convene	Order to Convene
20 - Malabar Gold Jewels (Tirur) Private Limited	Order to Convene	Order to Convene	Order to Convene



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KOCHI BENCH

CA(CAA)/02/KOB/2026  
M/s. Malabar Gold and Diamonds Limited

21 - Malabar Gold Palace Private Limited	Order to Convene	Order to Convene	Order to Convene
22 - Malabar Gold Super Market (Kannur) Private Limited	Order to Convene	Order to Convene	Order to Convene
23 - Malabar International Gold Designs Private Limited	Order to Convene	Order to Convene	Order to Convene
24 - Malabar Jewels And Gems Private Limited	Order to Convene	Order to Convene	Not Applicable
25 - Malabar Kodungallur Sona Bazar Private Limited	Order to Convene	Order to Convene	Order to Convene
26 - Malabar Mangalore Arcade Private Limited	Order to Convene	Order to Convene	Order to Convene
27 - Malabar Ornaments Private Limited	Order to Convene	Order to Convene	Order to Convene
28 - Malabar Packaging Private Limited	<b>To dispense with</b>	Order to Convene	Order to Convene
29 - Malabar Precious Jewels (India) Private Limited	Order to Convene	Order to Convene	Order to Convene
30 - Malabar Retna Mahal Private Limited	Order to Convene	Order to Convene	Order to Convene
31 - Malabar Royal Designs (Hyderabad) Private Limited	Order to Convene	Order to Convene	Order to Convene
32 - Malabar Ruby Private Limited	Order to Convene	Order to Convene	Order to Convene
33 - MBMG Diamonds Private Limited	<b>To dispense with</b>	Order to Convene	Order to Convene
34 - MG Precious Stone Trading Ventures Private Limited	<b>To dispense with</b>	<b>To dispense with</b>	Not Applicable
35 - MGD Holdings Private Limited	Order to Convene	<b>To dispense with</b>	Not Applicable
36 - Northern Gold Collections Private Limited	<b>To dispense with</b>	Order to Convene	Order to Convene



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CA(CAA)/02/KOB/2026  
*M/s. Malabar Gold and Diamonds Limited*

37 - Palatial Gold Ornaments Private Limited	Order to Convene	Order to Convene	Order to Convene
38 - Patina Gold Ornaments Private Limited	Order to Convene	Order to Convene	Order to Convene
39 - Prominent Jewel Arcade Private Limited	Order to Convene	Order to Convene	Order to Convene
40 - Prosper Jewel Arcade Private Limited	<b>To dispense with</b>	Order to Convene	Order to Convene
41 - Riches Jewel Arcade Private Limited	<b>To dispense with</b>	Order to Convene	Order to Convene
42 - Sheen Golden Jewels (India) Private Limited	Order to Convene	Order to Convene	Order to Convene
43 - Sparkle Gold Retail Ventures Limited	Order to Convene	Order to Convene	Order to Convene
44 - Splendour Gold Collections Private Limited	Order to Convene	Order to Convene	Order to Convene
45 - Swarna Kamal Jewels (India) Private Limited	Order to Convene	Order to Convene	Order to Convene
46 - Thas Displays Private Limited	<b>To dispense with</b>	Order to Convene	Not Applicable
47 - TN Thangamaaligai Private Limited	Order to Convene	Order to Convene	Order to Convene
48 - Travancore Gold India Private Limited	Order to Convene	Order to Convene	Order to Convene
49 - Unify Retail Ventures Limited	Order to Convene	Order to Convene	Not Applicable
50 - Unity Jewel Arcade Private Limited	Order to Convene	Order to Convene	Order to Convene
51 - Vajra Creations Private Limited	Order to Convene	Order to Convene	Order to Convene



**B. For the Transferee Company -**

- i. To pass an order for convening and holding of the meeting of the shareholders of the Transferee Company for approving the proposed Scheme pursuant to Section 232 read with Section 230 of the Companies Act, 2013;
- ii. To pass an order for convening and holding of meeting of unsecured creditors of the Transferee Company for approving the proposed Scheme pursuant to Section 232 read with Section 230 of the Companies Act, 2013;
- iii. To pass an order for convening and holding of meeting of secured creditors of the Transferee Company for approving the proposed Scheme pursuant to Section 232 read with Section 230 of the Companies Act, 2013;

**C. In respect of each of the companies involved in the Scheme and in relation to every meeting that this Hon'ble Tribunal may order, further pass the following essential and consequential orders within the meaning of Rule 5 of the Rules as specifically given hereinbelow:**

- i. For fixing the day, date, time, venue and minimum quorum for the meetings of the shareholders, unsecured and secured creditors, as the case may be, of the any of the Transferor Companies or the Transferee Company, wherever so required, or for conducting the same through audio-visual means;
- ii. For appointing chairman for the meetings of shareholders, unsecured and secured creditors, as the case may be, of the Transferor Companies or the Transferee Company, wherever so required, to call, hold, conduct and file report of the proceedings thereat and also for appointing an independent practising company secretary as a scrutinizer for the meetings;

**D. That an order may be passed for issuance of combined advertisements in newspapers in English and Malayalam with regard to the meetings to be called and held, if any if the meeting falls on the same date.**

**E. To direct not less than 30 days advance notice to Registrar of Companies, Income Tax, and other applicable statutory authorities in terms of sub-section**



*(5) of section 230 of the Act.*

- F.** *The Applicant Companies submit that even though this Application prays for dispensing with meetings of creditors and shareholders of the some of the Applicant Companies, in the event this Hon'ble Tribunal, for reasons to be recorded in writing, deems it necessary to order the summoning of any meeting of unsecured or secured creditors or shareholders, the Applicant Companies most humbly pray that this Hon'ble Tribunal may be pleased to pass such orders as may be necessary.*
- G.** *To grant such other relief(s) that this Hon'ble Tribunal may deem fit and proper in the circumstances of this case.*

3. The rationale of the scheme is as under:

*The Amalgamation as envisaged under this Scheme, would result in the entire business of manufacturing, sale and trading of gold jewellery, diamond studded jewellery, silver items, precious stones and metals, lifestyle products made from jewellery and other allied items, whether in retail or wholesale together with relevant ancillary and support business under the roof of the Transferee Company.*

*The Amalgamation result in aggregation of turnover of all the entities and removal of cross holdings, inter corporate dealings and reduction of cost of resources deployed for ensuring legal, statutory, and regulatory compliance requirements enabling the combined entity to access much larger funds at competitive rates, attract highly proficient talents, enable digital transformation and process automation, enhance customer experiences, and create avenues for reaching to new markets and geographies.*



*The Amalgamation will provide opportunity to allocate all available resources across the country more efficiently than ever before and provide greater and better avenues for training manpower and skill development.*

*In short, the Amalgamation envisaged under the Scheme will result in:*

- 1) Entire jewellery business coming under one roof, directly.*
- 2) Achieving economies of scale and pooling of resources;*
- 3) Enables Technology absorption;*
- 4) Enabling more efficient allocation of financial and non-financial Resources and their optimum utilisation;*
- 5) Enabling greater and better access to funds and lower the cost of funds;*
- 6) Cutting down compliance costs while improving environment, social and overall governance;*
- 7) Attracting best talent;*
- 8) Enabling implementation of the uniform policies for the entire workforce and providing uniform and equal opportunities across the rank and file;*
- 9) Enabling the alignment of robust policies for human resources development, training, skill development, placement, position, pay and perks and promotion opportunities across the entire work force under a unified umbrella;*
- 10) Enabling cost effective digital process automation;*



- 11) *Achieving cultural integration across the country;*
- 12) *Enhancing customer experience quotient;*
- 13) *Enhancing enterprise value providing better results and returns to shareholders;*

*As a whole, the Amalgamation of the Transferor Companies with the Transferee Company will be in the best interests of all the stakeholders be it customers, employees, creditors, investors and shareholders and everyone having dealings in the course of business with the companies.*

4. The Transferor Company No.1, **Aesthetic Gold Ornaments Private Limited** is a Private company with CIN No. **U36911KL2009PTC024370**. It was incorporated on 25.06.2009 under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the Transferor Company No.1 as on **31.03.2025** are as follows:

Particulars	Rupees
Authorised share capital	Rs. 3,50,00,000/-
35,000 Equity Shares of Rs. 1000/- each	
Issued, subscribed and Paid up share capital	Rs. 95,00,000/-
9,500 Equity Shares of Rs. 1000/- each	

5. The Transferor Company No.2, **Al-Ahali Business Trade Links Private Limited** is a Private company with CIN No. **U36911KL1997PTC011338**. It was incorporated on **26.03.1997** under the Companies Act, 1956. The Authorised/Issued/Subscribed



and Paid up share capital of the Transferor Company No.2 as on **31.03.2025** are as follows:

Particulars	Rupees
Authorised share capital	Rs. 15,00,00,000/-
1,50,00,000 Equity Shares of Rs. 10/- each	
Issued, subscribed and paid-up share capital	Rs. 9,83,06,030/-
98,30,603 Equity Shares of Rs. 10/- each	

6. The Transferor Company No.3, **Blaze Gold Jewels Private Limited** is a Private company with CIN No. **U36911KL2009PTC024369**. It was incorporated on 25.06.2009 under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid-up share capital of the Transferor Company No.3 as on **31.03.2025** are as follows:

Particulars	Rupees
Authorised share capital	Rs. 3,70,00,000/-
37,000 Equity Shares of Rs. 1000/- each	
Issued, subscribed and Paid up share capital	Rs. 1,40,14,000/-
14,014 Equity Shares of Rs. 1000/- each	

7. The Transferor Company No.4, **Blossom Gold Collections Private Limited**, is a Private company with CIN No. **U52393KL2009PTC024506**. It was incorporated on **24.07.2009** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the Transferor Company No.4 as on **31.03.2025** are as follows:



Particulars Rupees	Rupees
Authorised share capital	Rs. 2,60,00,000/-
26,000 Equity Shares of Rs. 1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,51,04,000/-
15,104 Equity Shares of Rs. 1000/- each	

8. The Transferor Company No.5, **Ecomate Packaging Private Limited** (formerly known as Ecomate Packaging LLP) is a Private company with CIN No. **U82920KL2024PTC090890**. It was incorporated on 07.12.2025 under the Companies Act, 2013. The Authorised/Issued/Subscribed and Paid up share capital of the Transferor Company No.5 as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 32,00,000/-
3,20,000 Equity Shares of Rs. 10/- each	
Issued, subscribed and paid-up share capital	Rs. 32,00,000/-
3,20,000 Equity Shares of Rs. 10/- each	

9. The Transferor Company No.6, **Emerald Gold Souk (India) Private Limited** is a Private company with CIN No. **U52393KL2009PTC023863**. It was incorporated on **24.02.2009** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the Transferor Company No.6 as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
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Authorised share capital	Rs. 1,30,00,000/-
13,000 Equity Shares of Rs. 1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,25,07,000/-
12,507 Equity Shares of Rs. 1000/- each	

10. The Transferor Company No.7, **Eminent Jewel Arcade Private Limited** is a Private company with CIN No. **U51398KL2010PTC026078**. It was incorporated on **26.05.2010** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the Transferor Company No.7 as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 1,40,00,000/-
14,000 Equity Shares of Rs. 1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,18,06,000/-
11,806 Equity Shares of Rs. 1000/- each	

11. The Transferor Company No.8, **Fort-In Infragold Collections Private Limited** (formerly known as, Fort-In Infragold Collections LLP) is a Private company with CIN No. **U47733KL2024PTC089168**. It was incorporated on 13.08.2024 under the Companies Act, 2013. The Authorised/Issued/Subscribed and Paid up share capital of the Transferor Company as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 4,00,00,000/-



40,00,000 Equity Shares of Rs. 10/- each	
Issued, subscribed and Paid up share capital	Rs. 3,60,00,000/-
36,00,000 Equity Shares of Rs. 10/- each	

12. The Transferor Company No.9, **Gehana Gold Palace Private Limited** is a Private company with CIN No. **U51398KL2007PTC020985**. It was incorporated on 22.06.2007 under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the Transferor Company No.9 as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 1,20,00,000/-
12,000 Equity Shares of Rs. 1000/- each	
Issued, subscribed and Paid up share capital	Rs. 1,02,45,000/-
10,245 Equity Shares of Rs. 1000/- each	

13. The Transferor Company No.10, **Glisten Gold Collections Private Limited** is a Private company with CIN No. **U52393KL2008PTC022635**. It was incorporated on **19.06.2008** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the Transferor Company No.10 as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 1,20,00,000/-
12,000 Equity Shares of Rs. 1000/- each	
Issued, subscribed and Paid up share capital	Rs. 1,07,64,000/-



10,764 Equity Shares of Rs. 1000/- each	
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14. The Transferor Company No.11, **Luster Gold Palace (India) Private Limited** is a Private company with CIN No. **U52393KL2007PTC021369**. It was incorporated on **30.10.2007** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.11** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs.1,20,00,000/-
12,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs.1,07,03,000/-
10,703 Equity Shares of Rs.1000/- each	

15. The Transferor Company No.12, **Malabar Business Centre Private Limited** is a Private company with CIN No. **U70101KL1958PTC001812**. It was incorporated on 09.12.1958 under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.12** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,20,00,000/-
22,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,95,64,000/-
19,564 Equity shares of Rs.1000/-each	



16. The Transferor Company No.13, **Malabar Cochin Arcade Private Limited** is a Private company with CIN No. **U45202KL2007PTC020490**. It was incorporated on **15.03.2007** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.13** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 5,40,00,000/-
54,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and Paid up share capital	Rs. 5,16,29,000/-
51,629 Equity shares of Rs.Rs.1000/-each	

17. The Transferor Company No.14, **Malabar Collections Private Limited** is a Private company with CIN No. **U51398KL2003PTC016458**. It was incorporated on **17.09.2003** under the Companies Act, 1957. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.14** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,40,00,000/-
24,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 2,12,50,000/-
21,250 Equity shares of Rs.1000/-each	

18. The Transferor Company No.15, **Malabar Creations Private Limited** is a Private company with CIN No. **U51398KL2004PTC017157**. It was



incorporated on **01.06.2004** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid-up share capital of the **Transferor Company No.15** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,20,00,000/-
22,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 2,01,70,000/-
20,170 Equity shares of Rs.1000/-each	

19. The Transferor Company No.16, **Malabar Crystals and Diamonds Private Limited** is a Private company with CIN No. **U52393KL2006PTC019273**. It was incorporated on **03.03.2006** under the Companies Act, 2013. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.16** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 16,50,00,000/-
1,65,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 16,24,19,000/-
1,62,419 Equity shares of Rs.1000/-each	

20. The Transferor Company No.17, **Malabar Dazzle India Private Limited** is a Private company with CIN No. **U52393KL2007PTC020264**. It was incorporated on **22.01.2007** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.17** as on



**31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 1,50,00,000/-
15,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and Paid up share capital	Rs. 1,15,44,000/-
11,544 Equity shares of Rs.1000/-each	

21. The Transferor Company No.18, **Malabar Diamond Gallery Private Limited** is a Private company with CIN No. **U52393KL2006PTC019952**. It was incorporated on **27.10.2006** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.18** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,00,00,000/-
20,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and Paid up share capital	Rs. 99,44,000/-
9,944 Equity Shares of Rs.1000/- each	

22. The Transferor Company No.19, **Malabar Equipments and General Traders Private Limited** is a Private company with CIN No. **U52599KL2006PTC020129**. It was incorporated on **26.12.2006** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.19** as on **31.03.2025** are as follows:



Particulars Rupees	Rupees
Authorised share capital	Rs. 10,00,000/-
1,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and Paid up share capital	Rs. 5,09,000/-
509 Equity Shares of Rs.1000/- each	

23. The Transferor Company No.20, **Malabar Gold Jewels (Tirur) Private Limited** is a Private company with CIN No. **U52393KL2005PTC018333**. It was incorporated on **22.06.2005** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.20** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,80,00,000/-
28,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 2,29,46,000/-
22,946 Equity Shares of Rs.1000/- each	

24. The Transferor Company No.21, **Malabar Gold Palace Private Limited** is a Private company with CIN No. **U52393KL2005PTC018265**. It was incorporated on **07.06.2005** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.21** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
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Authorised share capital	Rs. 2,00,00,000/-
20,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,93,21,000/-
19,321 Equity Shares of Rs.1000/- each	

25. The Transferor Company No.22, **Malabar Gold Super Market (Kannur) Private Limited** is a Private company with CIN No. **U36911KL2005PTC018335**. It was incorporated on **22.06.2005** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.22** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,10,00,000/-
21,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,99,22,000/-
19,922 Equity Shares of Rs.1000/- each	

26. The Transferor Company No.23, **Malabar International Gold Designs Private Limited** is a Private company with CIN No. **U52393KL2006PTC019222**. It was incorporated on **20.02.2006** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.23** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 1,30,00,000/-



13,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,13,00,000/-
11,300 Equity Shares of Rs.1000/- each	

27. The Transferor Company No.24, **Malabar Jewels and Gems Private Limited** is a Private company with CIN No. **U51398KL2003PTC016082**. It was incorporated on **09.04.2003** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.24** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 19,50,00,000/-
1,95,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 19,10,84,000/-
1,91,084 Equity Shares of Rs.1000/- each	

28. The Transferor Company No.25, **Malabar Kodungallur Sona Bazar Private Limited** is a Private company with CIN No. **U52393KL2007PTC020906**. It was incorporated on **08.06.2007** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.25** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,00,00,000/-
20,000 Equity Shares of Rs.1000/- each	



Issued, subscribed and Paid up share capital	Rs. 1,31,71,000/-
13,171 Equity Shares of Rs.1000/- each	

29. The Transferor Company No.26, **Malabar Mangalore Arcade Private Limited** is a Private company with CIN No. **U45202KL2005PTC018334**. It was incorporated on **22.06.2005** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.26** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 12,00,00,000/-
1,20,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and Paid up share capital	Rs. 11,36,13,000/-
1,13,613 Equity Shares of Rs.1000/- each	

30. The Transferor Company No.27, **Malabar Ornaments Private Limited** is a Private company with CIN No. **U51398KL2003PTC016237**. It was incorporated on **24.06.2003** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.27** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,10,00,000/-
21,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and Paid up share capital	Rs. 1,96,23,000/-



19,623 Equity Shares of Rs.1000/- each	
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31. The Transferor Company No.28, **Malabar Packaging Private Limited** is a Private company with CIN No. **U74999KL2021PTC072010**. It was incorporated on **02.11.2021** under the Companies Act, 2013. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.28** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 80,00,000/-
80,000 Equity Shares of Rs.100/- each	
Issued, subscribed and paid-up share capital	Rs. 80,00,000/-
80,000 Equity Shares of Rs.100/- each	

32. The Transferor Company No.29, **Malabar Precious Jewels (India) Private Limited** is a Private company with CIN No. **U52393KL2006PTC019223**. It was incorporated on **20.02.2006** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.29** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,30,00,000/-
23,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 2,04,98,000/-
20,498 Equity Shares of Rs.1000/- each	

33. The Transferor Company No.30, **Malabar Retna Mahal Private**



**Limited** is a Private company with CIN No. **U52393KL2006PTC019295**. It was incorporated on **03.03.2006** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.30** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,10,00,000/-
21,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,97,47,000/-
19,747 Equity Shares of Rs.1000/- each	

34. The Transferor Company No.31, **Malabar Royal Designs (Hyderabad) Private Limited** is a Private company with CIN No. **U52393KL2005PTC018793**. It was incorporated on **10.11.2005** under the Companies Act, 1956 The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.31** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 5,10,00,000/-
51,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 4,93,10,000/-
49,310 Equity Shares of Rs.1000/- each	

35. The Transferor Company No.32, **Malabar Ruby Private Limited** is a Private company with CIN No. **U52393KL2007PTC020142**. It was incorporated on **02.01.2007** under the Companies Act, 1956. The



Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.32** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 5,30,00,000/-
53,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and Paid up share capital	Rs. 5,02,66,000/-
50,266 Equity Shares of Rs.1000/- each	

36. The Transferor Company No.33, **MBMG Diamonds Private Limited** is a Private company with CIN No. U36911KL2008PTC022587. It was incorporated on **11.06.2008** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.33** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,00,00,000/-
20,00,000 Equity Shares of Rs.10/- each	
Issued, subscribed and Paid up share capital	Rs. 1,90,00,000/-
19,00,000 Equity Shares of Rs.10/- each	

37. The Transferor Company No.34, **MG Precious Stone Trading Ventures Private Limited** is a Private company with CIN No. U51398KL2008PTC022577. It was incorporated on **11.06.2008** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.34** as on **31.03.2025** are as follows:



Particulars Rupees	Rupees
Authorised share capital	Rs. 1,00,00,000/-
10,00,000 Equity Shares of Rs.10/- each	
Issued, subscribed and paid-up share capital	Rs. 96,00,000/-
9,60,000 Equity Shares of Rs.10/- each	

38. The Transferor Company No.35, **MGD Holdings Private Limited**, is a Private company with CIN No. U51909KL2012PTC030985. It was incorporated on **12.04.2012** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid-up share capital of the **Transferor Company No.35** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,20,00,000/-
22,00,000 Equity Shares of Rs.10/- each	
Issued, subscribed and paid-up share capital	Rs. 1,95,72,650/-
19,57,265 Equity Shares of Rs.10/- each	

39. The Transferor Company No.36, **Northern Gold Collections Private Limited** is a Private company with CIN No. U47733KL2024PTC089 167. It was incorporated on **13.08.2024** under the Companies Act, 2013. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.36** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 4,00,00,000/-
40,00,000 Equity Shares of Rs.10/- each	



Issued, subscribed and paid-up share capital	Rs. 3,61,88,000/-
36,18,800 Equity Shares of Rs.10/- each	

40. The Transferor Company No.37, **Palatial Gold Ornaments Private Limited**, is a Private company with CIN No. U51398KL2010PTC025426. It was incorporated on **29.01.2010** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.37** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 5,20,00,000/-
52,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 5,00,99,000/-
50,099 Equity Shares of Rs.1000/- each	

41. The Transferor Company No.38, **Patina Gold Ornaments Private Limited** is a Private company with CIN No. U52393KL2008PTC022 493. It was incorporated on **26.05.2008** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.38** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 1,30,00,000/-
13,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,10,12,000/-
11,012 Equity Shares of Rs.1000/- each	



42. The Transferor Company No.39, **Prominent Jewel Arcade Private Limited** is a Private company with CIN No. U51398KL2010PTC026 091. It was incorporated on **01.06.2010** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.39** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 5,50,00,000/-
55,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 5,08,56,000/-
50,856 Equity Shares of Rs.1000/- each	

43. The Transferor Company No.40, **Prosper Jewel Arcade Private Limited** (formerly known as Prosper Jewel Arcade LLP) is a Private company with CIN No. U47733KL2024PTC090 980. It was incorporated on **16.12.2024** under the Companies Act, 2013. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.40** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 26,77,22,000/-
2,67,72,200 Equity Shares of Rs.10/- each	
Issued, subscribed and paid-up share capital	Rs. 26,77,22,000/-
2,67,72,200 Equity Shares of Rs.10/- each	

44. The Transferor Company No.41, **Riches Jewel Arcade Private Limited** is a Private company with CIN No. U47733KL2024PTC089 169. It was incorporated on **13.08.2024** under the Companies Act,



2013. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.41** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 26,00,00,000 /-
2,60,00,000 Equity Shares of Rs.10/- each	
Issued, subscribed and paid-up share capital	Rs. 24,46,51,500/-
2,44,65,150 Equity Shares of Rs.10/- each	

45. The Transferor Company No.42, **Sheen Golden Jewels (India) Private Limited** is a Private company with CIN No. U36911KL2009PTC024368. It was incorporated on **25.06.2009** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.42** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2,60,00,000/-
26,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,46,47,000/-
14,647 Equity Shares of Rs.1000/- each	

46. The Transferor Company No.43, **Sparkle Gold Retail Ventures Limited**, (formerly known as Sparkle Gold Retail Ventures LLP) was subsequently registered as a company on 18.08.2025 under the Companies Act, 2013 with CIN No. U47733KL2025PLC096457. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.43** as on **31.03.2025** are as follows:



Particulars Rupees	Rupees
Authorised share capital	Rs. 139,17,86,400/-
13,91,78,640 Equity Shares of Rs.10/- each	
Issued, subscribed and paid-up share capital	Rs. 139,17,86,400/-
13,91,78,640 Equity Shares of Rs.10/- each	

47. The Transferor Company No.44, **Splendour Gold Collections Private Limited**, is a Private company with CIN No. U47733KL2024PTC091224. It was incorporated on **31.12.2024** under the Companies Act, 2013. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.44** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 13,14,55,000/-
1,31,45,500 Equity Shares of Rs.10/- each	
Issued, subscribed and paid-up share capital	Rs. 13,14,55,000/-
1,31,45,500 Equity Shares of Rs.10/- each	

48. The Transferor Company No.45, **Swarna Kamal Jewels (India) Private Limited** is a Private company with CIN No. U52393KL2008PTC022562. It was incorporated on **09.06.2008** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.45** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
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Authorised share capital	Rs. 1,50,00,000/-
15,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,14,44,000/-
11,444 Equity Shares of Rs.1000/- each	

49. The Transferor Company No.46, **Thas Displays Private Limited**, (formerly known as Thas Displays Private LLP) is a Private company with CIN No. U23933KL2024PTC090845. It was incorporated on **04.12.2024** under the Companies Act, 2013. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.46** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 30,00,000/-
30,000 Equity Shares of Rs.100/- each	
Issued, subscribed and paid-up share capital	Rs. 30,00,000/-
30,000 Equity Shares of Rs.100/- each	

50. The Transferor Company No.47, **TN Thangamaaligai Private Limited** (formerly known as TN Thangamaaligai Private LLP) is a Private company with CIN No. **U47733KL2024PTC089208**. It was incorporated on **14.08.2024** under the Companies Act, 2013. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.47** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 3,00,00,000/-



30,00,000 Equity Shares of Rs.10/- each	
Issued, subscribed and paid-up share capital	Rs. 2,51,10,000/-
25,11,000 Equity Shares of Rs.10/- each	

51. The Transferor Company No.48, **Travancore Gold India Private Limited**, is a Private company with CIN No. U52393KL2008PTC02 2607. It was incorporated on **13.06.2008** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.48** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 1,10,00,000/-
11,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and Paid up share capital	Rs. 1,02,24,000/-
10,224 Equity Shares of Rs.1000/- each	

52. The Transferor Company No.49, **Unify Retail Ventures Limited** (formerly known as Unify Retail Ventures LLP) is a Private company with CIN No. U46498KL2025PTC092747. It was incorporated on **05.03.2025** under the Companies Act, 2013. The Authorised/Issued/Subscribed and Paid-up share capital of the **Transferor Company No.49** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 3,88,25,000/-
38,82,500 Equity Shares of Rs.10/- each	
Issued, subscribed and Paid up share capital	Rs. 3,88,25,000/-



38,82,500 Equity Shares of Rs.10/- each	
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53. The Transferor Company No.50, **Unity Jewel Arcade Private Limited**, is a Private company with CIN No. U51398KL2010PTC026164. It was incorporated on **09.06.2010** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid-up share capital of the **Transferor Company No.50** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 1,30,00,000/-
13,000 Equity Shares of Rs.1000/- each	
Issued, subscribed and Paid up share capital	Rs. 1,12,12,000/-
11,212 Equity Shares of Rs.1000/- each	

54. The Transferor Company No.51, **Vajra Creations Private Limited**, is a Private company with CIN No. U52393KL2007PTC021037. It was incorporated on **09.07.2007** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid up share capital of the **Transferor Company No.51** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 1,25,00,000/-
12,500 Equity Shares of Rs.1000/- each	
Issued, subscribed and paid-up share capital	Rs. 1,15,23,000/-
11,523 Equity Shares of Rs.1000/- each	

55. The **Transferee Company, Malabar Gold and Diamonds Limited**, is a Public company with CIN No. **U52393KL2001PLC014804**. It was



incorporated on **19.06.2001** under the Companies Act, 1956. The Authorised/Issued/Subscribed and Paid-up share capital of the **Transferee Company** as on **31.03.2025** are as follows:

Particulars Rupees	Rupees
Authorised share capital	Rs. 2000,00,00,000/-
200,00,00,000 Equity Shares of Rs.10/- each	
Issued, subscribed and paid-up share capital	Rs. 1013,97,10,910/-
101,39,71,091 Equity Shares of Rs.10/- each	

56. It is stated that the Applicant Companies are entities belonging to the Malabar Group, engaged primarily in the business of jewellery retail, trading, manufacturing, allied infrastructure, packaging, display solutions and related activities. The Transferor Companies are closely connected with the Transferee Company by virtue of common ownership, management, control, brand usage, operational integration and business synergy.

57. All the Applicant Companies have filed their respective Memorandum of Association and Articles of Association, inter alia, delineating their object clauses along with their audited financial statements as of 31.03.2025, respectively.

58. Applicant Companies have obtained and placed on record the statutory valuation of shares assessed by a Registered Valuer as required under Section 230 of the Companies Act, 2013.

59. The Board of Directors of the Applicant Companies at their respective board meetings held on 01.12.2025, 02.12.2025, 03.12.2025, and



04.12.2025 unanimously approved the proposed Scheme of Amalgamation between the Applicant Companies in accordance with the proposed Scheme of Amalgamation, with the Appointed Date being 01.04.2025.

60. The Applicant Companies submitted that the Scheme also does not affect the rights and interests of the respective creditors of the Applicant Companies.

61. It is stated that the shares or other securities issued by any of the Applicant Companies involved in the Scheme are not listed on any of the stock exchanges and stated that none of the Applicant Companies involved in the Scheme is under any investigation.

62. All the Transferor Companies have submitted the list of secured and unsecured creditors duly certified by a Chartered Accountant as Annexure 14 Series, and the Transferee Company has submitted the list of secured and unsecured creditors duly certified by a Chartered Accountant as Annexure 16 Series.

63. All the Transferor Companies have submitted the list of equity shareholders duly certified by a Practising Company Secretary as Annexure 11 Series and the Transferee Company has submitted list of equity shareholders duly certified by a Practising Company Secretary as Annexure 13 Series.

64. As on 31.10.2025, the Transferor Company No.1 has 02 Equity Shareholders, 01 Secured Creditor,, and 3615 Unsecured Creditors. The Equity Shareholders constituting 100% of the total equity shareholding have filed their consent affidavits to the Scheme of



Amalgamation and have requested dispensation of the meeting of the Equity Shareholders for approval of the Scheme.

65. As on 31.10.2025, the Transferor Company No.2 has 60 Equity Shareholders, 01 Secured Creditor, and 1848 Unsecured Creditors.

66. As on 31.10.2025, the Transferor Company No.3 has 49 Equity Shareholders, 01 Secured Creditor, and 2691 Unsecured Creditors.

67. As on 31.10.2025, the Transferor Company No.4 has 45 Equity Shareholders, 01 Secured Creditor, and 2041 Unsecured Creditors.

68. As on 31.10.2025, the Transferor Company No.5 has 02 Equity Shareholders, Nil Secured Creditors, and 28 Unsecured Creditors. The Equity Shareholders constituting 100% of the total equity shareholding have filed their consent affidavits to the Scheme of Amalgamation and have requested dispensation of the meeting of the Equity Shareholders.

69. As on 31.10.2025, the Transferor Company No.6 has 61 Equity Shareholders, 01 Secured Creditor, and 3258 Unsecured Creditors.

70. As on 31.10.2025, the Transferor Company No.7 has 25 Equity Shareholders, 01 Secured Creditor, and 2039 Unsecured Creditors.

71. As on 31.10.2025, the Transferor Company No.8 has 33 Equity Shareholders, 01 Secured Creditor, and 3423 Unsecured Creditors.

72. As on 31.10.2025, the Transferor Company No.9 has 58 Equity Shareholders, 01 Secured Creditor, and 4169 Unsecured Creditors.

73. As on 31.10.2025, the Transferor Company No.10 has 47 Equity Shareholders, 01 Secured Creditor, and 2548 Unsecured Creditors.



74. As on 31.10.2025, the Transferor Company No.11 has 52 Equity Shareholders, 01 Secured Creditor, and 4118 Unsecured Creditors.
75. As on 31.10.2025, the Transferor Company No.12 has 40 Equity Shareholders, 01 Secured Creditor, and 6018 Unsecured Creditors.
76. As on 31.10.2025, the Transferor Company No.13 has 39 Equity Shareholders, 01 Secured Creditor, and 5010 Unsecured Creditors.
77. As on 31.10.2025, the Transferor Company No.14 has 37 Equity Shareholders, 01 Secured Creditor, and 4230 Unsecured Creditors.
78. As on 31.10.2025, the Transferor Company No.15 has 46 Equity Shareholders, 01 Secured Creditor, and 2421 Unsecured Creditors.
79. As on 31.10.2025, the Transferor Company No.16 has 40 Equity Shareholders, Nil Secured Creditors, and 6172 Unsecured Creditors.
80. As on 31.10.2025, the Transferor Company No.17 has 62 Equity Shareholders, 01 Secured Creditor, and 2802 Unsecured Creditors.
81. As on 31.10.2025, the Transferor Company No.18 has 35 Equity Shareholders, 02 Secured Creditors, and 4888 Unsecured Creditors.
82. As on 31.10.2025, the Transferor Company No.19 has 05 Equity Shareholders, 01 Secured Creditor, and 155 Unsecured Creditors. The Equity Shareholders constituting 100% of the total equity shareholding have filed their consent affidavits and have requested dispensation of the meeting of the Equity Shareholders.
83. As on 31.10.2025, the Transferor Company No.20 has 62 Equity Shareholders, 01 Secured Creditor, and 3161 Unsecured Creditors.
84. As on 31.10.2025, the Transferor Company No.21 has 35 Equity



Shareholders, 01 Secured Creditor, and 9745 Unsecured Creditors.

85. As on 31.10.2025, the Transferor Company No.22 has 53 Equity Shareholders, 01 Secured Creditor, and 8990 Unsecured Creditors.
86. As on 31.10.2025, the Transferor Company No.23 has 54 Equity Shareholders, 01 Secured Creditor, and 4456 Unsecured Creditors.
87. As on 31.10.2025, the Transferor Company No.24 has 48 Equity Shareholders, Nil Secured Creditors, and 6624 Unsecured Creditors.
88. As on 31.10.2025, the Transferor Company No.25 has 38 Equity Shareholders, 01 Secured Creditor, and 2671 Unsecured Creditors.
89. As on 31.10.2025, the Transferor Company No.26 has 41 Equity Shareholders, 01 Secured Creditor, and 5528 Unsecured Creditors.
90. As on 31.10.2025, the Transferor Company No.27 has 45 Equity Shareholders, 01 Secured Creditor, and 6378 Unsecured Creditors.
91. As on 31.10.2025, the Transferor Company No.28 has 05 Equity Shareholders, 01 Secured Creditor, and 76 Unsecured Creditors. The Equity Shareholders constituting 100% of the total equity shareholding have filed their consent affidavits and have requested dispensation of the meeting of the Equity Shareholders.
92. As on 31.10.2025, the Transferor Company No.29 has 51 Equity Shareholders, 01 Secured Creditor, and 2630 Unsecured Creditors.
93. As on 31.10.2025, the Transferor Company No.30 has 61 Equity Shareholders, 01 Secured Creditor, and 4647 Unsecured Creditors.
94. As on 31.10.2025, the Transferor Company No.31 has 46 Equity Shareholders, 01 Secured Creditor, and 7690 Unsecured Creditors.



95. As on 31.10.2025, the Transferor Company No.32 has 45 Equity Shareholders, 01 Secured Creditor, and 3382 Unsecured Creditors.
96. As on 31.10.2025, the Transferor Company No.33 has 02 Equity Shareholders, 02 Secured Creditors, and 197 Unsecured Creditors. The Equity Shareholders constituting 100% of the total equity shareholding have filed their consent affidavits and have requested dispensation of the meeting of the Equity Shareholders.
97. As on 31.10.2025, the Transferor Company No.34 has 07 Equity Shareholders, Nil Secured Creditors, and 01 Unsecured Creditor. The Unsecured Creditor constituting 100% of the total Unsecured Creditors has filed its consent affidavit and has requested dispensation of the meeting of the Unsecured Creditor. The Equity Shareholders constituting 100% of the total equity shareholding have also filed their consent affidavits and have requested dispensation of the meeting of the Equity Shareholders.
98. As on 31.10.2025, the Transferor Company No.35 has 34 Equity Shareholders, Nil Secured Creditors, and 02 Unsecured Creditors. The Unsecured Creditors constituting 100% of the total Unsecured Creditors have filed their consent affidavits and have requested dispensation of the meeting of the Unsecured Creditors.
99. As on 31.10.2025, the Transferor Company No.36 has 10 Equity Shareholders, 02 Secured Creditors, and 3821 Unsecured Creditors. The Equity Shareholders constituting 100% of the total equity shareholding have filed their consent affidavits and have requested dispensation of the meeting of the Equity Shareholders.



100. As on 31.10.2025, the Transferor Company No.37 has 55 Equity Shareholders, 01 Secured Creditor, and 5300 Unsecured Creditors.
101. As on 31.10.2025, the Transferor Company No.38 has 25 Equity Shareholders, 01 Secured Creditor, and 3973 Unsecured Creditors.
102. As on 31.10.2025, the Transferor Company No.39 has 38 Equity Shareholders, 01 Secured Creditor, and 2408 Unsecured Creditors.
103. As on 31.10.2025, the Transferor Company No.40 has 21 Equity Shareholders, 05 Secured Creditors, and 44360 Unsecured Creditors. The Equity Shareholders constituting 100% of the total equity shareholding have filed their consent affidavits and have requested dispensation of the meeting of the Equity Shareholders.
104. As on 31.10.2025, the Transferor Company No.41 has 22 Equity Shareholders, 03 Secured Creditors, and 26055 Unsecured Creditors. The Equity Shareholders constituting 100% of the total equity shareholding have filed their consent affidavits and have requested dispensation of the meeting of the Equity Shareholders.
105. As on 31.10.2025, the Transferor Company No.42 has 54 Equity Shareholders, 01 Secured Creditor, and 3041 Unsecured Creditors.
106. As on 31.10.2025, the Transferor Company No.43 has 1742 Equity Shareholders, 08 Secured Creditors, and 142615 Unsecured Creditors.
107. As on 31.10.2025, the Transferor Company No.44 has 46 Equity Shareholders, 06 Secured Creditors, and 41444 Unsecured Creditors.
108. As on 31.10.2025, the Transferor Company No.45 has 24 Equity Shareholders, 01 Secured Creditor, and 2539 Unsecured Creditors.



109. As on 31.10.2025, the Transferor Company No.46 has 02 Equity Shareholders, Nil Secured Creditors, and 56 Unsecured Creditors. The Equity Shareholders constituting 100% of the total equity shareholding have filed their consent affidavits and have requested dispensation of the meeting of the Equity Shareholders.
110. As on 31.10.2025, the Transferor Company No.47 has 13 Equity Shareholders, 03 Secured Creditors, and 4390 Unsecured Creditors.
111. As on 31.10.2025, the Transferor Company No.48 has 55 Equity Shareholders, 02 Secured Creditors, and 4998 Unsecured Creditors.
112. As on 31.10.2025, the Transferor Company No.49 has 220 Equity Shareholders, Nil Secured Creditors, and 2071 Unsecured Creditors.
113. As on 31.10.2025, the Transferor Company No.50 has 20 Equity Shareholders, 01 Secured Creditor, and 1358 Unsecured Creditors.
114. As on 31.10.2025, the Transferor Company No.51 has 38 Equity Shareholders, 02 Secured Creditors, and 2336 Unsecured Creditors.
115. As on 31.10.2025, the Transferee Company has 43 Equity Shareholders, 09 Secured Creditors, and 183827 Unsecured Creditors.
116. All the Applicant Companies have provided Supplementary Accounting Statement up to the date of 30.09.2025
117. Both the Applicant Companies declare that they are in compliance with the Accounting Standards as prescribed by the Institute of Chartered of Accountants of India and the Auditor's certificate under Section 133 of the Companies Act, 2013 confirms the same.
118. And stated that no investigation proceedings are pending against any



of the Applicant Companies involved in the proposed Scheme of Amalgamation.

119. Heard the arguments advanced by the Learned Counsel for the Applicant Companies and perused the documents on record, including the Scheme. Upon perusal of the Application, the Scheme of Amalgamation and the documents placed on record, this Tribunal is prima facie satisfied that the Petition is maintainable under Sections 230–232 of the Companies Act, 2013 and that the Registered Offices of the Applicant Companies are situated within the territorial jurisdiction of this Bench. The Scheme has been duly approved by the respective Boards of Directors vide their respective Board Resolutions dated 01.12.2025, 02.12.2025, 03.12.2025 and 04.12.2025, placed as Annexure 9 series and Annexure 10. The Scheme clearly delineates the undertaking proposed to be amalgamated, together with the assets and liabilities to be transferred on a going concern basis, and specifies the Appointed Date as 01.04.2025 and the Effective Date as contemplated therein.
120. The Applicant Companies have placed on record the list of equity shareholders and creditors, including secured and unsecured creditors, as on 31.10.2025, as Annexure 11 series, Annexure 13, Annexure 14 series, Annexure 16 and this Tribunal is prima facie satisfied that the classification of stakeholders is proper and does not appear to be arbitrary. The Valuation Report dated 28.11.2025 issued by PwC Business Consulting Services LLP as Annexure 6 and the Share Exchange Ratio as recommended therein have also been produced. An Auditor's Certificate dated 10.12.2025 and 09.12.2025, for Transferors



Companies as Annexure 7 series and for Transferee Company as Annexure 8 certifying that the accounting treatment proposed in the Scheme is in conformity with Section 133 of the Act and the applicable Accounting Standards has been filed.

121. It is further observed that the Applicant Companies in its pleadings indicated that no proceedings under IBC, 2016, and the Companies Act are pending against them, and further, from the records produced before this Tribunal, prima facie there is no material to draw any conclusion that the scheme is prejudicial to the interests of creditors or contrary to the public policy.
122. Accordingly, this Tribunal is satisfied that the statutory requirements, to the extent required for consideration at the first motion stage, have been complied with, subject to further scrutiny at the stage of consideration of the Scheme after meetings of the stakeholders/statutory reports, as the case may be.
123. This Tribunal, during the course of hearing, had sought clarification regarding the existence of names of certain charge holders in the records of the MCA and had directed the Applicant to clarify whether the concurrence of such charge holders is required for the proposed Scheme or not. Pursuant thereto, the Applicant Companies have contended that though certain charge holders exist, no amount is outstanding in the respective accounts as on the date of preparation of the list of creditors and, therefore, such charge holders ought not to be treated as secured creditors, and their meetings may be dispensed with. Having considered the submissions of Learned Counsel for the Applicant Companies this Tribunal is of the view that, the material on



record indicates that the charges created in favour of the respective financial institutions are subsisting and the credit facilities sanctioned thereunder continue to remain valid. Merely because no amount is presently outstanding or that the facilities have not been availed as on the relevant date, the status of such financial institutions as secured creditors does not stand extinguished. The existence of a valid and subsisting charge evidences a continuing secured relationship between the Company and the concerned financial institutions, and the Company retains the liberty to avail such facilities at its discretion. In such circumstances, the said charge holders fall within the ambit of secured creditors and are entitled to notice of the Scheme and an opportunity to submit their response. Accordingly, the prayer for dispensation of meetings of such secured creditors cannot be granted. It is also added that if any credit arrangement with any financial institution is subsisting, the said creditor is required to be given notice of the scheme, irrespective of whether any amount is presently payable or not.

124. Taking into consideration the application and the documents filed therewith as well as the position of law, this Tribunal issues the following directions: -

**1) Transferor Company No. 1;**

- a) The meeting of the equity shareholders of the Transferor Company No. 1 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 02 (Two) equity shareholders, constituting 100% of the total equity shareholding, by way of affidavits placed on record.



b) The meetings of the **secured creditors and the unsecured creditors** of the Transferor Company No. 1 for considering the Scheme of Amalgamation are directed to be **convened** in accordance with law.

**2) Transferor Company No. 2**

a) The meeting of the **equity shareholders, secured creditors, unsecured creditors** of the Transferor Company No. 2 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**3) Transferor Company No. 3**

a) The meeting of the **equity shareholders, secured creditors, unsecured creditors** of the Transferor Company No. 3 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**4) Transferor Company No. 4**

a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 4 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**5) Transferor Company No. 5**

a) The meeting of the **equity shareholders** of the Transferor Company No. 5 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 02 (Two) equity shareholders, constituting 100% of the total equity



shareholding, by way of affidavits placed on record.

- b) The meeting of the **unsecured creditors** of the Transferor Company No. 5 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.
- c) As the Transferor Company No. 5 have **NIL** secured creditors, the necessity of convening, holding, and conducting the meeting **does not arise**

**6) Transferor Company No. 6**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 6 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**7) Transferor Company No. 7**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 7 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**8) Transferor Company No. 8**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 8 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**9) Transferor Company No. 9.**

- a) The meeting of the **equity shareholders, secured creditors, and**



**unsecured creditors** of the Transferor Company No. 9 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**10) Transferor Company No. 10.**

a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 10 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**11) Transferor Company No. 11**

a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 11 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**12) Transferor Company No. 12**

a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 12 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**13) Transferor Company No. 13**

a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 13 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**14) Transferor Company No. 14**



- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 14 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**15) Transferor Company No. 15**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 15 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**16) Transferor Company No. 16**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 16 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**17) Transferor Company No. 17**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 17 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**18) Transferor Company No. 18**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 18 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.



**19) Transferor Company No. 19**

- a) The meeting of the **equity shareholders** of the Transferor Company No. 19 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 05 (Five) equity shareholders, constituting 100% of the total equity shareholding, by way of affidavits placed on record.
- b) The meeting of the **secured creditors and unsecured creditors** of the Transferor Company No. 19 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**20) Transferor Company No. 20**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 20 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**21) Transferor Company No. 21**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 21 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**22) Transferor Company No. 22**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 22 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.



**23) Transferor Company No. 23**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 23 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**24) Transferor Company No. 24**

- a) The meeting of the **equity shareholders, secured creditors and unsecured creditors** of the Transferor Company No. 24 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**25) Transferor Company No. 25**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 25 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**26) Transferor Company No. 26**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 26 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**27) Transferor Company No. 27**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 27 for considering the Scheme of Amalgamation is directed to be



**convened** in accordance with law.

**28) Transferor Company No. 28**

- a) The meeting of the **equity shareholders** of the Transferor Company No. 28 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 05 (Five) equity shareholders, constituting 100% of the total equity shareholding, by way of affidavits placed on record.
- b) The meeting of the **secured creditors and unsecured creditors** of the Transferor Company No. 28 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**29) Transferor Company No. 29**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 29 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**30) Transferor Company No. 30**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 30 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**31) Transferor Company No. 31**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 31 for considering the Scheme of Amalgamation is directed to be



**convened** in accordance with law.

**32) Transferor Company No. 32**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 32 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**33) Transferor Company No. 33**

- a) The meeting of the **equity shareholders** of the Transferor Company No. 33 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 02 (Two) equity shareholders, constituting 100% of the total equity shareholding, by way of affidavits placed on record.
- b) The meeting of the **secured creditors and unsecured creditors** of the Transferor Company No. 33 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**34) Transferor Company No. 34**

- a) The meeting of the **equity shareholders and unsecured creditor** of the Transferor Company No. 34 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 07 (Seven) equity shareholders and 01 (One) unsecured creditor, constituting 100% of the total equity shareholding and unsecured debt, by way of affidavits placed on record.
- b) As the Transferor Company No. 34 have **NIL** secured creditors, the



necessity of convening, holding, and conducting the meeting **does not arise**

**35) Transferor Company No. 35**

- a) The meeting of the **unsecured creditors** of the Transferor Company No. 35 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 02 (Two) unsecured creditors, constituting 100% of the total unsecured debt, by way of affidavits placed on record.
- b) The meeting of the **equity shareholders** of the Transferor Company No. 35 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.
- c) The Transferor Company No. 35 have **NIL** secured creditors, the necessity of convening, holding, and conducting the meeting **does not arise**

**36) Transferor Company No. 36**

- a) The meeting of the **equity shareholders** of the Transferor Company No. 36 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 10 (Ten) equity shareholders, constituting 100% of the total equity shareholding, by way of affidavits placed on record.
- b) The meeting of the **secured creditors and unsecured creditors** of the Transferor Company No. 36 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**37) Transferor Company No. 37**



- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 37 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**38) Transferor Company No. 38**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 38 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**39) Transferor Company No. 39**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 39 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**40) Transferor Company No. 40**

- a) The meeting of the **equity shareholders** of the Transferor Company No. 40 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 21 (Twenty-One) equity shareholders, constituting 100% of the total equity shareholding, by way of affidavits placed on record.
- b) The meeting of the **secured creditors and unsecured creditors** of the Transferor Company No. 40 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**41) Transferor Company No. 41**



- a) The meeting of the **equity shareholders** of the Transferor Company No. 41 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 22 (Twenty Two) equity shareholders, constituting 100% of the total equity shareholding, by way of affidavits placed on record.
- b) The meeting of the **secured creditors and unsecured creditors** of the Transferor Company No. 41 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**42) Transferor Company No. 42**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 42 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**43) Transferor Company No. 43**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 43 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**44) Transferor Company No. 44**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 44 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**45) Transferor Company No. 45**



- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 45 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**46) Transferor Company No. 46**

- a) The meeting of the **equity shareholders** of the Transferor Company No. 46 for considering the Scheme of Amalgamation is hereby **dispensed** with, as there exists the consent of all 02 (Two) equity shareholders, constituting 100% of the total equity shareholding, by way of affidavits placed on record.
- b) The meeting of the **unsecured creditors** of the Transferor Company No. 46 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.
- c) The Transferor Company No. 46 have **NIL** secured creditors, the necessity of convening, holding, and conducting the meeting **does not arise**

**47) Transferor Company No. 47**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 47 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**48) Transferor Company No. 48**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 48 for



considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**49) Transferor Company No. 49**

- a) The meeting of the **equity shareholders and unsecured creditors** of the Transferor Company No. 49 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.
- b) As the Transferor Company No. 49 have **NIL** secured creditors, the necessity of convening, holding, and conducting the meeting **does not arise**

**50) Transferor Company No. 50**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 50 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**51) Transferor Company No. 51**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferor Company No. 51 for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.

**52) Transferee Company**

- a) The meeting of the **equity shareholders, secured creditors, and unsecured creditors** of the Transferee Company for considering the Scheme of Amalgamation is directed to be **convened** in accordance with law.



125. The meetings of the Applicant Companies for considering the Scheme shall be convened at a venue fixed by the Applicant Companies through physical or hybrid mode to consider and, if thought fit, approve with or without modifications the proposed Scheme of Amalgamation through voting.
126. The meetings shall be convened within 60 days from the date of this order, with a minimum notice of 30 days to be provided.
127. The following Chairpersons and Scrutinizers are hereby appointed to conduct the meetings of the equity shareholders, secured creditors and unsecured creditors, as applicable, of the respective Applicant Companies, for the purpose of considering the Scheme of Amalgamation

Sl No	Company Name	Chairman (Name, Address, Contact, Email)	Scrutinizer (Name, Address, Contact, Email)	Meetings
1	Aesthetic Gold Ornaments Pvt Ltd	Mr H.V. Subba Rao, Former Member (Judicial), NCLT <a href="mailto:subbaraovenkata.h@gmail.com">subbaraovenkata.h@gmail.com</a>	Mr. Sreenivasan P R, CA <a href="mailto:sreenivasan.p.r@icai.org">sreenivasan.p.r@icai.org</a>	Secured Creditors, Unsecured Creditors
2	Al-Ahali Business Trade Links Pvt Ltd	Mr H.V. Subba Rao, Former Member (Judicial), NCLT <a href="mailto:subbaraovenkata.h@gmail.com">subbaraovenkata.h@gmail.com</a>	Mr. Sreenivasan P R, CA <a href="mailto:sreenivasan.p.r@icai.org">sreenivasan.p.r@icai.org</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
3	Blaze Gold Jewels Pvt Ltd	Mr Anil Kumar, Former Member (Technical), NCLT	Mr. Shawn Jeff Christopher, CA <a href="mailto:cashawnjvr@gmail.com">cashawnjvr@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors



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4	Blossom Gold Collections Pvt Ltd	Mr Anil Kumar, Former Member (Technical), NCLT	Mr. Shawn Jeff Christopher, CA <a href="mailto:cashawnjvr@gmail.com">cashawnjvr@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
5	Ecomate Packaging Pvt Ltd	Mr Madhukuttan Pillai KB <a href="mailto:mjnmadhu@gmail.com">mjnmadhu@gmail.com</a>	Mr. Allen Thomas Joseph, CA <a href="mailto:allen.joseph@gja.co.in">allen.joseph@gja.co.in</a>	Unsecured Creditors
6	Emerald Gold Souk (India) Pvt Ltd	Mr Madhukuttan Pillai KB, <a href="mailto:mjnmadhu@gmail.com">mjnmadhu@gmail.com</a>	Mr. Allen Thomas Joseph, CA <a href="mailto:allen.joseph@gja.co.in">allen.joseph@gja.co.in</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
7	Eminent Jewel Arcade Pvt Ltd	Mr K.V. Sachidanandan, Former Member (Judicial), CAT	Mr. Parameshwaran Nair, CA <a href="mailto:cakpnair@gmail.com">cakpnair@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
8	Fort-In Infragold Collections Pvt Ltd	Mr K.V. Sachidanandan, Former Member (Judicial), CAT	Mr. Parameshwaran Nair, CA 9567875348 <a href="mailto:cakpnair@gmail.com">cakpnair@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
9	Gehana Gold Palace Pvt Ltd	Mr Mukesh Kumar Gupta, Former Member (Judicial), CAT, Vice-Chairman (Judicial), RCT <a href="mailto:mukeshgupta.2000@gmail.com">mukeshgupta.2000@gmail.com</a>	Mr. Ansh Kakar, CS <a href="mailto:advocate.anshkakar@gmail.com">advocate.anshkakar@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
10	Glisten Gold Collections Pvt Ltd	Mr Mukesh Kumar Gupta, Former Member (Judicial), CAT, Vice-Chairman (Judicial), RCT	Mr. Ansh Kakar, CS <a href="mailto:advocate.anshkakar@gmail.com">advocate.anshkakar@gmail.com</a>	Equity Shareholders, Secured Creditors,



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		<a href="mailto:mukeshgupta.2000@gmail.com">mukeshgupta.2000@gmail.com</a>		Unsecured Creditors
11	Luster Gold Palace (India) Pvt Ltd	Mr N.S. Gopakumar, Former Member (Judicial), RCT <a href="mailto:nsgopakumar_rct@yahoo.com">nsgopakumar_rct@yahoo.com</a>	Mr. Nikhil George Pinto, CS <a href="mailto:caesarpintojohn@gmail.com">caesarpintojohn@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
12	Malabar Business Centre Pvt Ltd	Mr N.S. Gopakumar, Former Member (Judicial), RCT <a href="mailto:nsgopakumar_rct@yahoo.com">nsgopakumar_rct@yahoo.com</a>	Mr. Nikhil George Pinto, CS <a href="mailto:caesarpintojohn@gmail.com">caesarpintojohn@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
13	Malabar Cochin Arcade Pvt Ltd	Mr C V Bimal Roy, Advocate <a href="mailto:advbimalroy777@gmail.com">advbimalroy777@gmail.com</a>	Mr. John Vadaserry, CS <a href="mailto:johnvadassery@gmail.com">johnvadassery@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
14	Malabar Collections Pvt Ltd	Mr C V Bimal Roy, Advocate <a href="mailto:advbimalroy777@gmail.com">advbimalroy777@gmail.com</a>	Mr. John Vadaserry, CS <a href="mailto:johnvadassery@gmail.com">johnvadassery@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
15	Malabar Creations Pvt Ltd	Mr K Ashokan, Retired Sessions Judge, Former Presiding Officer, DRT <a href="mailto:1510@gmail.com">1510@gmail.com</a>	Mr. Balakrishnan Baburaj, CS <a href="mailto:baburajanfcs@gmail.com">baburajanfcs@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
16	Malabar Crystals and Diamonds Pvt Ltd	Mr K Ashokan, Retired Sessions Judge, Former Presiding Officer, DRT <a href="mailto:1510@gmail.com">1510@gmail.com</a>	Mr. Balakrishnan Baburaj, CS <a href="mailto:baburajanfcs@gmail.com">baburajanfcs@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors



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17	Malabar Dazzle India Pvt Ltd	Mr Varun Chugh, Advocate <a href="mailto:vc@alcadvocates.com">vc@alcadvocates.com</a>	Mr. Allen Bosco, CA <a href="mailto:allenbosco25@gmail.com">allenbosco25@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
18	Malabar Diamond Gallery Pvt Ltd	Mr Varun Chugh, Advocate <a href="mailto:vc@alcadvocates.com">vc@alcadvocates.com</a>	Mr. Allen Bosco, CA <a href="mailto:allenbosco25@gmail.com">allenbosco25@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
19	Malabar Equipment and General Traders Pvt Ltd	Mr Alok Kumar Shukla, IRS, Former Member (Technical), RCT <a href="mailto:mamtalok@gmail.com">mamtalok@gmail.com</a>	Mr. George Varkey, CA <a href="mailto:geovaktm@gmail.com">geovaktm@gmail.com</a>	Secured Creditors, Unsecured Creditors
20	Malabar Gold Jewels (Tirur) Pvt Ltd	Mr Alok Kumar Shukla, IRS, Former Member (Technical), RCT <a href="mailto:mamtalok@gmail.com">mamtalok@gmail.com</a>	Mr. George Varkey, CA <a href="mailto:geovaktm@gmail.com">geovaktm@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
21	Malabar Gold Palace Pvt Ltd	Ms Vandhana Kohli, Advocate <a href="mailto:vandhanaak353@gmail.com">vandhanaak353@gmail.com</a>	Mr. Padma Kumar KC, CA <a href="mailto:padmakumarkc@gmail.com">padmakumarkc@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
22	Malabar Gold Super Market (Kannur) Pvt Ltd	Ms Vandhana Kohli, Advocate <a href="mailto:vandhanaak353@gmail.com">vandhanaak353@gmail.com</a>	Mr. Padma Kumar KC, CA <a href="mailto:padmakumarkc@gmail.com">padmakumarkc@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
23	Malabar International Gold Designs Pvt Ltd	Mr Vishawjeet Singh, Advocate <a href="mailto:vishawjeet.rathore@gmail.com">vishawjeet.rathore@gmail.com</a>	Mr. Vibin Vincent, CA <a href="mailto:vibinvchackiath@yahoo.com">vibinvchackiath@yahoo.com</a>	Equity Shareholders, Secured Creditors,



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				Unsecured Creditors
24	Malabar Jewels and Gems Pvt Ltd	Mr Vishawjeet Singh, Advocate <a href="mailto:vishawjeet.rathore@gmail.com">vishawjeet.rathore@gmail.com</a>	Mr. Vibin Vincent, CA <a href="mailto:vibinvchackiath@yahoo.com">vibinvchackiath@yahoo.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
25	Malabar Kodungallur Sona Bazar Pvt Ltd	Mr. S M Ameerul Millath, Former RD, Ministry of Corporate Affairs <a href="mailto:smamillath@gmail.com">smamillath@gmail.com</a>	Mr. Ruben George Joseph, CA , <a href="mailto:reuben.joseph@gja.co.in">reuben.joseph@gja.co.in</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
26	Malabar Mangalore Arcade Pvt Ltd	Mr. S M Ameerul Millath, Former RD, Ministry of Corporate Affairs <a href="mailto:smamillath@gmail.com">smamillath@gmail.com</a>	Mr. Ruben George Joseph, CA <a href="mailto:reuben.joseph@gja.co.in">reuben.joseph@gja.co.in</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
27	Malabar Ornaments Pvt Ltd	Mr Kevin Thomas, Advocate <a href="mailto:akevint@gmail.com">akevint@gmail.com</a>	Mr. Dileep KP, CA <a href="mailto:kpdileep57@gmail.com">kpdileep57@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
28	Malabar Packaging Pvt Ltd	Mr Kevin Thomas, Advocate <a href="mailto:akevint@gmail.com">akevint@gmail.com</a>	Mr. Dileep KP, CA <a href="mailto:kpdileep57@gmail.com">kpdileep57@gmail.com</a>	Secured Creditors, Unsecured Creditors
29	Malabar Precious Jewels (India) Pvt Ltd	Mr Cyriac Tom, Advocate <a href="mailto:cyriac@quintlawnpartners.com">cyriac@quintlawnpartners.com</a>	Mr. Raju PK, CA <a href="mailto:rajupkin@gmail.com">rajupkin@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
30	Malabar Retna Mahal Pvt Ltd	Mr Cyriac Tom, Advocate <a href="mailto:cyriac@quintlawnpartners.com">cyriac@quintlawnpartners.com</a>	Mr. Raju PK, CA <a href="mailto:rajupkin@gmail.com">rajupkin@gmail.com</a>	Equity Shareholders, Secured Creditors,



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				Unsecured Creditors
31	Malabar Royal Designs (Hyderabad) Pvt Ltd	Mr Akhil Suresh, Advocate <a href="mailto:akhilsureshpb@gmail.com">akhilsureshpb@gmail.com</a>	Mr. K K Jose, CA <a href="mailto:kjoseca@gmail.com">kjoseca@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
32	Malabar Ruby Pvt Ltd	Mr Akhil Suresh, Advocate <a href="mailto:akhilsureshpb@gmail.com">akhilsureshpb@gmail.com</a>	Mr. K K Jose, CA <a href="mailto:kjoseca@gmail.com">kjoseca@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
33	MBMG Diamonds Pvt Ltd	Mr Arun Chandy, Advocate <a href="mailto:adv.arunchandy@gmail.com">adv.arunchandy@gmail.com</a>	Mr. Vivek Kumar, CS, <a href="mailto:csvivekkumartg@gmail.com">csvivekkumartg@gmail.com</a>	Secured Creditors, Unsecured Creditors
34	MGD Holdings Pvt Ltd	Mr Arun Chandy, Advocate <a href="mailto:adv.arunchandy@gmail.com">adv.arunchandy@gmail.com</a>	Mr. Vivek Kumar, CS, <a href="mailto:csvivekkumartg@gmail.com">csvivekkumartg@gmail.com</a>	Equity Shareholders
35	Northern Gold Collection Pvt Ltd	Mr. A. C. Venugopal, Advocate <a href="mailto:venunayanar@gmail.com">venunayanar@gmail.com</a>	Mr Prashant Mohan, CS <a href="mailto:prashant.cacs@gmail.com">prashant.cacs@gmail.com</a>	Secured Creditors, Unsecured Creditors
36	Palatial Gold Ornaments Pvt Ltd	Mr. A. C. Venugopal, Advocate <a href="mailto:venunayanar@gmail.com">venunayanar@gmail.com</a>	Mr Prashant Mohan, CS <a href="mailto:prashant.cacs@gmail.com">prashant.cacs@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
37	Patina Gold Ornaments Pvt Ltd	Mr Vinod P V, Advocate <a href="mailto:vinodpv@gmail.com">vinodpv@gmail.com</a>	Ms Midhuna K C, CS <a href="mailto:csmidhuna@gmail.com">csmidhuna@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors



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38	Prominent Jewel Arcade Pvt Ltd	Mr Vinod P V, Advocate <a href="mailto:vinodpv@gmail.com">vinodpv@gmail.com</a>	Ms Midhuna K C, CS <a href="mailto:csmidhuna@gmail.com">csmidhuna@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
39	Prosper Jewel Arcade Pvt Ltd	Mr. Rahul Prasad Bhatnagar, Former Member (Judicial), NCLT <a href="mailto:rahul06@yahoo.co.in">rahul06@yahoo.co.in</a>	Mr. Krishnan Unni, CS <a href="mailto:krishnanunni.acs@gmail.com">krishnanunni.acs@gmail.com</a>	Secured Creditors, Unsecured Creditors
40	Riches Jewel Arcade Pvt Ltd	Mr VK Rajasekhar, Former Member (Technical), NCLT <a href="mailto:rajasekhar.vk@gmail.com">rajasekhar.vk@gmail.com</a>	Mr. Abhilash Nediyaalil Abraham, CS <a href="mailto:abislab2015@gmail.com">abislab2015@gmail.com</a>	Secured Creditors, Unsecured Creditors
41	Sheen Golden Jewels (India) Pvt	Mr Sherry Samuel Oomen, Advocate <a href="mailto:sherryoommen@nashcp.co">sherryoommen@nashcp.co</a>	Mr. Yogindunath, CS <a href="mailto:yogindus@gmail.com">yogindus@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
42	Sparkle Gold Retail Ventures Ltd	Mr Venkata Ramakrishna Badrinath Nandula, Former Member (Judicial), NCLT <a href="mailto:nandulabadarinath@gmail.com">nandulabadarinath@gmail.com</a>	Mr. P.D. Vincent, CS <a href="mailto:vincent@svjs.in">vincent@svjs.in</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
43	Splendour Gold Collections Pvt Ltd	Mr P. Mohan Raj, Former Member (Judicial), NCLT	Mr. Ramachandran Thekkumkadu Madathil, CS <a href="mailto:iamramantm@gmail.com">iamramantm@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
44	Swarna Kamal Jewels (India) Pvt Ltd	Mr Sherry Samuel Oomen, Advocate <a href="mailto:sherryoommen@nashcp.co">sherryoommen@nashcp.co</a>	Mr. Yogindunath, CS <a href="mailto:yogindus@gmail.com">yogindus@gmail.com</a>	Equity Shareholders, Secured Creditors,



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				Unsecured Creditors
45	Thas Displays Pvt Ltd	Ms Rehana Shukkur, Advocate <a href="mailto:rehana.shukkur@neethibagh.com">rehana.shukkur@neethibagh.com</a>	Mr Lukose Joseph, CA <a href="mailto:lukoseja@yahoo.co.in">lukoseja@yahoo.co.in</a>	Unsecured Creditors
46	TN Thangamaali gai Pvt Ltd	Ms Rehana Shukkur, Advocate <a href="mailto:rehana.shukkur@neethibagh.com">rehana.shukkur@neethibagh.com</a>	Mr Lukose Joseph, CA <a href="mailto:lukoseja@yahoo.co.in">lukoseja@yahoo.co.in</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
47	Travancore Gold India Pvt Ltd	Mr Pradeep Joy, Advocate <a href="mailto:efile@pjlaw.in">efile@pjlaw.in</a>	Mr P T Joy, CA <a href="mailto:joyptca@yahoo.co.in">joyptca@yahoo.co.in</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
48	Unify Retail Ventures Ltd	Mr Pradeep Joy, Advocate <a href="mailto:efile@pjlaw.in">efile@pjlaw.in</a>	Mr P T Joy, CA <a href="mailto:joyptca@yahoo.co.in">joyptca@yahoo.co.in</a>	Equity Shareholders, Unsecured Creditors
49	Unity Jewel Arcade Pvt Ltd	Ms Varsha K Balakrishnan, Advocate <a href="mailto:varshabala1602@gmail.com">varshabala1602@gmail.com</a>	Madhusudhanan E P, CS, <a href="mailto:epmadhusudhanan@gmail.com">epmadhusudhanan@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
50	Vajra Creations Pvt Ltd	Ms Varsha K Balakrishnan, Advocate <a href="mailto:varshabala1602@gmail.com">varshabala1602@gmail.com</a>	Madhusudhanan E P, CS, <a href="mailto:epmadhusudhanan@gmail.com">epmadhusudhanan@gmail.com</a>	Equity Shareholders, Secured Creditors, Unsecured Creditors
51	Malabar Gold and Diamonds Ltd	Mr Kuldip Kumar Kareer, Former Member (Judicial), NCLT <a href="mailto:kuldipkareer@gmail.com">kuldipkareer@gmail.com</a>	Mr. Rajmohan R, CA, CS, <a href="mailto:carajmohan@gmail.com">carajmohan@gmail.com</a>	Equity Shareholders, Secured Creditors,



				Unsecured Creditors
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128. All the Chairpersons appointed for the aforesaid meetings shall be paid a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) each, and the Scrutinizers appointed for the said meetings shall be paid a remuneration of Rs. 75,000/- (Rupees Seventy-Five Thousand Only) each.
129. Mr. Isaac Thomas, [isaac@icadv.in](mailto:isaac@icadv.in), Mr. Vinay Mathew, [advtvj@gmail.com](mailto:advtvj@gmail.com) and Mr. Terry V. James, [vnymath@gmail.com](mailto:vnymath@gmail.com) are hereby appointed as Alternative Chairpersons, and in the event any of the appointed Chairpersons are unable to undertake the assignment for any reason, the said Alternative Chairpersons shall act as Chairpersons for such meetings.
130. Further, in case any of the appointed Scrutinizers are unable to undertake the assignment, Mr Lakshmi Narasimman Sarumathy CS, [cs.sarumathy@gmail.com](mailto:cs.sarumathy@gmail.com), Mr Babu Abraham Kallivayalil, CA, [babucentralcouncil@gmail.com](mailto:babucentralcouncil@gmail.com), and Mr Rajendran PR, CA, [rajendranparippil@yahoo.co.in](mailto:rajendranparippil@yahoo.co.in), shall act as the Alternative Scrutinizers for the respective assignments.
131. The Alternative Chairpersons and the Alternative Scrutinizers shall be entitled to a remuneration of Rs. 50,000/- (Rupees Thirty Thousand Only) and Rs. 25,000/- (Rupees Fifteen Thousand Only), respectively, which shall be adjustable towards their fees in the event they are assigned and undertake any such assignment.
132. Dr. K.S. Ravichandran and Ms. Manjula Devi of KSR & Co., appearing for the Applicant Companies, are appointed as **Coordinators** for the



Applicant Companies, independent of their professional engagement. Further, Mr. Sankar P. Panicker, [sankarpanicker@gmail.com](mailto:sankarpanicker@gmail.com) and Ms. Sreepriya Kalarikkal, [priyahaarish79@gmail.com](mailto:priyahaarish79@gmail.com), are also hereby appointed as **Coordinators** for all the aforesaid meetings, and all the Coordinators shall be paid a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) each. The coordinators shall file consolidated reports about meetings and compliance thereof.

133. The administrative staff of Applicant Companies is also directed to extend cooperation to the coordinators for the smooth, efficient, and timely implementation of the process.
134. The fees to the Chairman, Scrutinizer and Coordinators exclude the applicable taxes, out-of-pocket expenses, travelling expenses, etc., which shall also be borne by the Applicant Companies.
135. The Chairman and Scrutinizer are directed to submit their consent within 10 (ten) days of receipt of this order.
136. The quorum for the aforesaid meetings shall be satisfied by two parameters, creditors and members present and voting, representing at least 20% in number and 30% in value, whether present in person or through proxy.
137. In case the quorum as noted above, for the above meeting of the Applicant Companies, is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the persons present and voting shall be deemed to constitute the quorum. For the purpose of computing the quorum, the valid proxies shall also be considered if the proxy in the prescribed form, duly signed by the person entitled to



attend and vote at the meeting, is filed with the registered office of the applicant companies at least 48 hours before the meeting. The Chairpersons appointed herein along with Scrutinizers, shall ensure that the proxy registers are properly maintained.

138. In the event of any meeting is adjourned for reasons not attributable to the Chairpersons or the Scrutinizers, each of the Chairpersons shall be entitled to an additional remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) and each of the Scrutinizers shall be entitled to an additional remuneration of Rs. 15,000/- (Rupees Fifteen Thousand Only), respectively, for each such adjourned meeting.
139. In respect of the Applicant Companies having only one secured creditor, the presence of such sole secured creditor, either in person or through proxy, shall constitute a valid quorum for the meeting of secured creditors.
140. Notice of the convening of the said meetings, indicating the day, date, place, and time, as aforesaid, shall 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, 30 days before the date of meetings. The



publication shall indicate the time within which copies of the scheme shall be made available to the concerned persons free of charge from the respective registered office of the Applicant Companies.

141. In addition, at least one month before the date of the meetings to be held as aforesaid, a notice convening the said meetings, indicating the day, date, place and time, together with the statement required to be furnished pursuant to Sections 230 to 232 of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, shall be sent to the equity shareholders at their respective registered or last known addresses.
142. The requirement of serving the complete Scheme and annexures along with the notice to the equity shareholders are hereby dispensed with. The Applicant Companies shall, however, serve a summary of the Scheme, highlighting all material and essential features thereof, to the equity shareholders, and in respect of those equity shareholders whose shareholding value exceeds Rs.1,00,000/-, such summary shall be served through registered post or speed post or through courier services duly recognised by the Hon'ble High Court of Kerala as valid mode of service, in English and in the vernacular language of the State in which the respective shareholder is resident, as well as through electronic modes, including e-mail or WhatsApp, wherever such contact details are available. In respect of equity shareholders whose shareholding value is below Rs.1,00,000/-, the said summary may be served through electronic modes alone, including e-mail or WhatsApp, wherever such contact details are available.
143. Notice to all the shareholders and creditors of the Applicant



Companies shall be served by way of public notice and by placing the same on the official website of the Applicant Companies.

144. Service of notice to creditors through registered post, speed post and physical copies is hereby dispensed with.
145. In addition, the Applicant Companies shall, as a substituted mode of service, circulate a summary of the Scheme, highlighting all material and essential features thereof, to the creditors through electronic modes, including e-mail or WhatsApp, wherever such details are available.
146. The Applicant Companies shall place the complete Scheme along with all annexures as well as the summary of the Scheme on their official website, which shall be treated as sufficient compliance for making the full Scheme available to the equity shareholders and creditors.
147. It is further directed that along with the notice, the Applicant Companies shall also send a statement explaining the effect of the Scheme on the Creditors, key managerial personnel, promoters and non-promoter members etc., along with effect of the Scheme on any material interests of the Directors of the Company, as provided under sub-section 3 of Section 230 of the Act.
148. All Chairpersons shall file an affidavit not less than 7(seven) days before the date fixed for the holding of the meetings for compliances to be made as required under the law.
149. All Chairpersons shall be responsible for reporting the result of the meeting to the Tribunal in Form No. CAA 4, as per Rule 14 of the Companies (Compromises, Arrangement and Amalgamation) Rules,



2016 within ten days of the conclusion of the meeting.

150. The notices are to be served to the sectoral regulators/authorities under Section 230(5) of the Companies Act, 2013 as aforesaid shall contain all the disclosures as mentioned in Rule 6(3) of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016, irrespective of the fact that meetings have been dispensed with.
151. The Applicant Companies shall serve notices upon the Regional Director, Ministry of Corporate Affairs; Registrar of Companies; Income Tax Department, Sales Tax Department, Customs Department, Employees State Insurance and Employees Provident Fund Authorities within whose jurisdiction the assessments of the Applicant Companies are made; the Official Liquidator; the Reserve Bank of India, Goods and Services Tax Department, Securities and Exchange Board of India, the Competition Commission of India; according to Section 230(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, so that timely and proper response may be filed. Representations, if any, made by them shall be sent to the Tribunal within 30 days from the date of receipt of such notice, and a copy of such representation shall simultaneously be sent to the concerned company, failing which, it shall be presumed that they have no objection to the proposed Scheme of Amalgamation. The Applicant Companies shall file an affidavit proving service of notices and compliance reports of the above-said directions contained herein with the Registry of this Tribunal.
152. This order shall not be construed as an expression of opinion on the



merits of the Scheme. This Tribunal has primarily confined itself to see procedural compliance. Though this Tribunal has made provisions to meet with sudden exigencies but considering the multiplicity of Applicant Companies, any difficulty in the implementation of directions may be mentioned before this Tribunal by way of appropriate application.

153. This Order shall not be construed as an approval of the Scheme nor as granting any exemption from payment of taxes, duties, or compliance with any statutory requirements. The Scheme shall remain subject to compliance with all applicable laws and regulations, and shall also be subject to safeguarding the interests of creditors and stakeholders of each of the Applicant Companies, and the rights of dissenting stakeholders shall be preserved in accordance with law.
154. Failure to comply with the above directions, this order for dispensing with the meeting of the Members/Shareholders, secured and unsecured creditors of the Applicant Companies shall stand cancelled automatically.
155. All the aforesaid directions are to be complied with by the Applicants Companies strictly by following the applicable laws including forms and formats contained in the Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 as well as the provisions of the Companies Act, 2013.
156. The Applicant Companies are directed to present a Petition to this Tribunal in Form No. CAA-5 for sanction of the Scheme of Amalgamation.



IN THE NATIONAL COMPANY LAW TRIBUNAL  
KOCHI BENCH

CA(CAA)/02/KOB/2026  
*M/s. Malabar Gold and Diamonds Limited*

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157. Accordingly, this Company Application bearing No. **CA(CAA)/02/KOB/2026** stands **allowed**.
158. The Registry is hereby directed to send e-mail copies of this order forthwith to the parties, their Learned Counsel, the all the Chairpersons and the Scrutinizers for information and to take necessary steps.
159. Let the certified copy of this order be issued, if applied for, upon compliance with requisite formalities.

**Sd /-**  
**VINAY GOEL**  
**(MEMBER JUDICIAL)**

Signed on this the 25th day of March, 2026.

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