

**In the National Company Law Tribunal,**  
**Kolkata Bench, Kolkata**

**CA (CAA) No.289/KB/2017**

In the matter of:

An application under Sec.230 – 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

In the matter of:

BLACKBERRY DISTRIBUTORS PRIVATE LIMITED, having its Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal.

And

In the matter of

CERAMIC SERVICES LIMITED, Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal.

And

In the matter of

LNR EXPORTS PRIVATE LIMITED, Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal.

And

In the matter of

LNR INVESTMENTS & TRADES PRIVATE LIMITED, Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal.

And

In the matter of

MASHAAL SUPPLIERS PRIVATE LIMITED, Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal.

And

In the matter of

NEW DELHI INDUSTRIAL PROMOPTERS AND INVESTORS LIMITED, Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal.

And

In the matter of

PIONEER RESINS & AROMATICS PRIVATE LIMITED, Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal.

And

In the matter of

SOMA INVESTMENTS LIMITED, Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal.

And

In the matter of

T.K. GHOSH INVESTMENT PRIVATE LIMITED, Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal.

And

In the matter of

PACO EXPORTS LIMITED, Registered Office at 2, Red Cross Place, Kolkata-700 001, West Bengal.

And

In the matter of:

- |   |                         |
|---|-------------------------|
| 1. Blackberry Distributors Pvt. Ltd.                  | : (Transferor Co. No.1) |
| 2. Ceramic Services Ltd.                              | : (Transferor Co. No.2) |
| 3. LNR Exports Pvt. Ltd.                              | : (Transferor Co. No.3) |
| 4. LNR Investments & Trades Pvt. Ltd.                 | : (Transferor Co. No.4) |
| 5. Mashaal Suppliers Pvt. Ltd.                        | : (Transferor Co. No.5) |
| 6. New Delhi Industrial Promoters and Investors Ltd.: | (Transferor Co. No.6)   |
| 7. Pioneer Resins & Aromatics Pvt. Ltd.               | : (Transferor Co. No.7) |
| 8. Soma Investments Ltd.                              | : (Transferor Co. No.8) |
| 9. T.K. Ghosh Investment Pvt. Ltd.                    | : (Transferor Co. No.9) |
| 10. PACO Exports Ltd.                                 | : (Transferee Co.)      |

.....Applicants

Order Delivered on 12<sup>th</sup> March 2018

**Coram:**

**Jinan K.R., Member (J)**

For the Petitioners

- : 1. Ms. Iram Hassan, Advocate  
2. Mr. Debayan Sen, Advocate

**ORDER****Per Jinan K.R., Member (J)**

This petition has been filed for sanctioning of the proposed Scheme of Amalgamation of BLACKBERRY DISTRIBUTORS PRIVATE LIMITED, Transferor Co. No.1, CERAMIC SERVICES LIMITED, Transferor Co. No.2, LNR EXPORTS PRIVATE LIMITED, Transferor Co. No.3, LNR INVESTMENTS & TRADES PRIVATE LIMITED, Transferor Co. No.4, MASHAAL SUPPLIERS PRIVATE LIMITED, Transferor Co. No.5, NEW DELHI INDUSTRIAL PROMOTERS AND INVESTORS LIMITED, Transferor Co. No.6, PIONEER RESINS & AROMATICS PRIVATE LIMITED, Transferor Co. No.7, SOMA INVESTMENTS LIMITED, Transferor Co. No.8, T.K. GHOSH INVESTMENT PRIVATE LIMITED, Transferor Co. No.9 with PACO EXPORTS LIMITED, Transferee Company.

2. The object of this petition is to ultimately obtain sanction of the Tribunal for dispensing of the meeting of equity and preference shareholders and also the meeting of unsecured creditors, as the Applicants have no secured creditor. The terms and conditions of amalgamation between the transferor companies and the transferee company is fully stated in the Scheme of Amalgamation. A copy of the Scheme of Amalgamation is annexed with the application and marked as Annexure U. 18

3. It is the case of the applicants that the Board of Directors of the applicant companies by a resolution at the meeting passed unanimously approved the Scheme of Amalgamation to merge the Transferor Companies with the Transferee Company.

4. Applicants further submitted that the unsecured creditors having 90% in value of the respective companies have given their consent for dispensing with

creditors meeting. The applicants annexed with the application the following documents: -

Transferor Co. No.1	Balance Sheet and Profit & Loss Account as on 31/12/2016	Annexure B
Transferor Co. No.2	Balance Sheet and Profit & Loss Account as on 31/12/2016	Annexure D
Transferor Co. No.3	Balance Sheet and Profit & Loss Account as on 31/12/2016	Annexure F
Transferor Co. No.4	Balance Sheet and Profit & Loss Account as on 31/12/2016	Annexure H
Transferor Co. No.5	Balance Sheet and Profit & Loss Account as on 31/12/2016	Annexure J
Transferor Co. No.6	Balance Sheet and Profit & Loss Account as on 31/12/2016	Annexure L
Transferor Co. No.7	Balance Sheet and Profit & Loss Account as on 31/12/2016	Annexure N
Transferor Co. No.8	Balance Sheet and Profit & Loss Account as on 31/12/2016	Annexure P
Transferor Co. No.9	Balance Sheet and Profit & Loss Account as on 31/12/2016	Annexure R
Transferee Co.	Balance Sheet and Profit & Loss Account as on 31/12/2016	Annexure T

5. It appears from the record that none of the applicant companies have any secured creditors. Copies of 19 number of affidavits of the consenting creditors are annexed with the application and marked Annexure Y.

6. Heard Ld. Counsel for the applicants, perused the records, documents annexed to the application and affidavits filed in the instant proceedings. On perusal of the documents submitted by the petitioners, the following orders are passed:

**ORDER**

- i. Since the shareholders of all the applicants have given their consent in the form of affidavit the meeting of the shareholders is hereby dispensed with.
- ii. Since the unsecured creditors having 90% in value of the respective companies have given their consent by way of affidavit and there are no secured creditors, meeting of the creditors is dispensed with.
- iii. The petitioner companies shall serve notice of the petition on the following authorities namely
- iv. (a) Central government through Regional Director, Eastern Region, Ministry of Corporate Affairs,
- v. (b) Registrar of Companies, West Bengal,
- vi. (c) The Income Tax Department of the office having jurisdiction over the respective petitioner companies,
- vii. (d) the Official Liquidator and such other relevant and sect oral regulators/authorities, if applicable, which are likely to be affected by the proposed Scheme by sending the same by hand delivery through special messenger or by registered post or speed post within 7 days from the date of this order for filing their representations., if any on the petition. Notice along with the copy of the application and other related documents with PAN Numbers of the Applicant Companies should be served upon the Chief Commissioner of Income Tax Department by e mail and Speed Post or by Messenger. Petitioner Companies are also directed to mention their respective PAN Nos. everywhere.

Sd

- viii. The notice shall specify that representations, if any, should be filed before this Tribunal within 30 days of date of receipt of the notice with a copy of such representations being sent simultaneously to the petitioners and/or their Authorised Representatives. If no such representations are received by the Tribunal within the said period, it shall be presumed that such authorities have no representations to make on the Scheme of Amalgamation.
- ix. All Petitioner Companies at least 7 days before the date of hearing of the petition shall file and affidavit of service in relation to the paper publication as well as service of notices in the Authorities specified above including the Pectoral Regulators.

The CA (CAA) No.289/KB/2017 is disposed of accordingly.

There shall be no orders as to costs.

Urgent certified copies of this order, if applied for, be supplied to the parties upon compliance of all requisite formalities.

  
**Jinan K.R.**  
**Member (J)**

Signed on 12/18 March 2018