

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
KOLKATA BENCH
KOLKATA**

C.A.(CAA) No.783KB/2018

Coram: Mr. Jinan K.R., Member (Judicial)

In the matter of:

An application under Section 230 to 232 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

In the matter of:

MATARANI VINTRADE PRIVATE LIMITED, PAN No. AAHCM0024E, a Company within the meaning of The Companies Act, 2013 having its registered office at 9, Crooked Lane, 1st Floor Room No-7A, Kolkata-700069 in the State of West Bengal, within the aforesaid jurisdiction;

And

In the Matter of:

GYAN MANDIR TRADECOM PRIVATE LIMITED, PAN No. AAECG5505H, a Company within the meaning of The Companies Act, 2013, having its registered office at 9, Crooked Lane, 1st Floor, Room No- 7A, Kolkata- 700069 in the State of West Bengal, within the aforesaid jurisdiction;

And

In the Matter of:

DURJA VINIMAY PRIVATE LIMITED, PAN No. AADCD2076R, a Company within the meaning of The Companies Act, 2013, having its registered office at 7, Mangoe Lane, 2nd Floor, Room No. 201, Kolkata- 700001 in the State of West Bengal within the aforesaid jurisdiction;

And

Sd

In the Matter of:

NIHON IMPEX PRIVATE LIMITED, a Company within the meaning of The Companies Act, 2013, PAN No. AAACN8852E, having its registered office at 9, Crooked Lane, Room No- 7A, 1st Floor, Kolkata- 700069 in the State of West Bengal within the aforesaid jurisdiction;

And

In the Matter of:

1. Matarani Vintrade Private Limited
2. Gyan Mandir Tradecom Private Limited
3. Durja Vinimay Private Limited
4. Nihon Impex Private Limited

.....Applicants

Counsels on Record:

1. Mr. Nirmalya Dasgupta, Advocate
2. Mrs. Debjani Chatterjee, Advocate
3. Ms. Aryaa Chatterjee, Advocate

} For the Applicants

Date of pronouncing of the Order: 4th September, 2018

ORDER

1. This application has been filed by the Applicant Companies, namely, MATARANI VINTRADE PRIVATE LIMITED (hereinafter referred as the "Transferor Company No.1"), GYAN MANDIR TRADECOM PRIVATE LIMITED (hereinafter referred as the "Transferor Company No.2"), DURJA VINIMAY PRIVATE LIMITED (hereinafter referred as the "Transferor Company No.3") and NIHON IMPEX PRIVATE LIMITED (hereinafter referred as the "Transferee Company") for obtaining sanction of this Tribunal regarding Scheme of Amalgamation of the above mentioned companies.

Sd

2. The Board of Directors of the applicant Companies by a resolution dated 22.01.2018 approved the Scheme of Amalgamation. The instant application has been filed by the applicants, under section 230 to 232 of the Companies Act, 2013 for directions to serve the copy of the notice of the application pursuant to sub-section (5) of Section 230 of the Companies Act, 2013 and seeking dispensation of the meetings of the shareholders of all the Applicant Companies in view of the affidavits of the shareholders provided by each of the shareholders of the respective Applicant Companies being Annexure "K" to the instant application.

3. The applicants submitted that in view of the aforesaid facts and circumstances, separate meetings of equity shareholders of all the Applicant Companies for approving the proposed Scheme of Amalgamation, be dispensed with.

4. The object of this application is to ultimately obtain sanction of this Tribunal to the proposed Scheme of Amalgamation of all the Transferor Companies with the Transferee Company whereby and where-under the entire undertaking of the Transferor Companies with all assets and liabilities relating thereto as a going concern is proposed to be transferred to and vested in the Transferee Company. Copy of the Scheme of Amalgamation is annexed with application as Annexure-I.

5. The Transferor Companies Nos. 1, 2, 3 and the Transferee Company are having 3, 3, 3 and 4 nos. of equity shareholders respectively with a paid up capital of Rs. 11,69,000/-, Rs.10,54,750/-, Rs. 12,18,250/-, and Rs. 3,53,28,860/- respectively each of whom have given their respective consents for dispensing with meetings of the shareholders of each of the Applicant Companies.



Sd

6. There are no secured creditors and unsecured creditors in any of the Applicant Companies. Certificates confirming the same have been provided by the Statutory Auditors of the Applicant Companies which are annexed with the instant application as Annexure 'L'.

Heard the arguments of the Ld. Counsel for the Applicant Companies.
Order with the following directions is passed:

ORDER

- a) That the separate affidavits giving no-objection and consent relating to dispensation of meetings of the shareholders provided by each of the shareholders of all the Applicant Companies annexed with the instant application are accepted. In view of the aforesaid facts and circumstances, the meetings of equity shareholders of the Applicant Companies for approving the proposed Scheme of Amalgamation, is not necessary/required and the same be treated as dispensed with.
- b) It is recorded that there are no secured and unsecured creditors in any of the Applicant Companies. In this regard, certificates confirming the same provided by the Statutory Auditors of each of the Applicant Companies annexed with the instant application are accepted.
- c) Let the notice be served as per requirements of subsection (5) of section 230 of the Companies Act, 2013 along with all the documents including a copy of the Scheme and the Statement disclosing necessary details and the Central Government, through the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, Registrar of

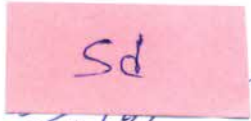
Sd

Companies, West Bengal, Official Liquidator, High Court at Calcutta, Income Tax Department having jurisdiction over the Transferor Companies and Transferee Company, the Reserve Bank of India, Kolkata and such other relevant sectoral 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 and by e-mail within 7 days from the date of this order for filing their representation, if any, within 30 days from the date of receipt of the notice with a copy of such representation being sent simultaneously to the applicants and/or their advocates. If no such representation is received by the Tribunal within the said period, it shall be presumed that such authorities have no representation to make on the scheme of Amalgamation. Such notice shall be sent pursuant to section 230(5) of the Companies Act, 2013 in Form No. CAA.3 of the companies (Compromises, Arrangements & Amalgamation) Rules, 2016 with necessary variations incorporating the directions therein.

The Company Petition for confirmation and sanction of the Scheme to be filed within 3 weeks from the date of this order.

The application being C.A.(CAA) No.783/KB/2018 is disposed of accordingly.

Urgent certified copy of this order, if applied for, be issued upon compliance with all requisite formalities.

 Sd
4/9/18
(Jinan K.R.)
Member (J)

Signed this day of 4th September 2018.