

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

CP(CAA) No. 570/ KB / 2020

connected with

CA(CAA) No. 1343 / KB / 2019

In the matter of:

The Companies Act, 2013;

And

In the matter of:

An application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

And

In the matter of:

Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

And

In the Matter of:

Harsh Fuel Private Limited (HFPL), a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U14101WB1996PTC081363 and its registered office at 40, Lansdowne Terrace, 2nd Floor P.O. Kalighat, Kolkata 700026 in the State of West Bengal;

And

In the Matter of:

Sadguru Fuels Private Limited (SFPL), a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate

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Identification No. U23100WB2005PTC228690 and its registered office at 40, Lansdowne Terrace, 2nd Floor P.O. Kalighat, Kolkata 700026 in the State of West Bengal;

And

In the Matter of:

Suramic Deals Private Limited (SDPL), a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U51109WB1994PTC065554 and its registered office at 40, Lansdowne Terrace, 2nd Floor P.O. Kalighat, Kolkata 700026 in the State of West Bengal;

And

In the matter of:

- 1) Harsh Fuel Private Limited (HFPL) (Petitioner Company-1/ Transferee Company)
- 2) Sadguru Fuels Private Limited (SFPL) (Petitioner Company-2/ Transferor Company-1)
- 3) Suramic Deals Private Limited (SDPL) (Petitioner Company-3/ Transferor Company-2
..... .. **Petitioner Companies**)

Date of Hearing: 25 / 02 / 2021

Order pronounced on 25/02/2021

Coram:

Shri Rajasekhar V.K. : **Member (Judicial)**

Shri Harish Chander Suri : **Member (Technical)**

Appearances (via video conferencing):

For the Petitioners : **Sandip Kumar Kejriwal, Pr. CS**

ORDER

Per: Harish Chander Suri, Member (Technical)

1. The Court convened by video conference on 25.02.2021.
2. The instant petition has been filed under Section 230(6) read with Section 232(3) of the Companies Act, 2013 (“Act”) for sanction of the Scheme of Amalgamation of Harsh Fuel Private Limited (HFPL) (hereinafter referred to as the “Transferee Company”) with Sadguru Fuels Private Limited (SFPL) and Suramic Deals Private Limited (SDPL), (hereinafter referred to as the “Transferor Companies”), the Petitioners above named whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, **viz 01.04.2019** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”).
3. By an order dated 23.10.2019 in Company Application (CAA) No. 1343 / KB / 2019, this Tribunal made the following directions with regard to meetings of shareholders and creditors under Section 230(1) [read with Section 232(1) of the Act]:-
 - i. In view of the individual affidavit given by the shareholders of all the applicant companies, meeting of the shareholder of the applicant companies is hereby dispensed with:
 - ii. In view of the fact that secured and unsecured creditor of Transferee Company and Transferor Companies, have given consent by way of affidavit therefore question of holding meeting of secured creditor does not arise, hence dispensed with.
4. The Learned Counsel for the Petitioner(s) further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 23.10.2019 made in Company Application (CAA) No. 1343 / KB / 2019, notice along with all accompanying

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documents has already been served on 30.10.2019 on the Statutory/Sectoral Authorities, as directed by the said order, including upon the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; Registrar of Companies with whom the Petitioner(s) are registered; Income Tax Department having jurisdiction over the Petitioner(s); Official Liquidator, High Court of Calcutta; Reserve Bank of India, Kolkata; Competition Commission of India. An affidavit proving service, as aforesaid, has been filed by the Petitioner(s). The Authorities, as aforesaid, have not filed their representation so far.

5. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Petitioner(s), we admit the instant petition and fix the next date of hearing on **28/04/ 2021**.
6. At least 10 (ten) clear days before the said date fixed for hearing, the Petitioner(s) shall cause notice of hearing to be advertised in the Financial Express in English and Aajkal in Bengali as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”).
7. Another notice pursuant to Section 230(5) of the Companies Act, 2013 along with accompanying documents, including the copies of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013, as sent earlier, shall be served again on the aforesaid Statutory Authorities by sending the same to them by hand delivery through special messenger or by post or by email within one week from the date of receiving this order. The notice shall specify the next date of hearing of the petition, as aforesaid, and state that representation, if any, and if not already filed, should be filed before this Tribunal no later than 7 (seven) days before the next date of hearing of the petition and a copy of such representation should be simultaneously sent to the Authorised Representative of the said Petitioner(s). If no such representation is received by the Tribunal within such period, it shall be presumed that such Authorities have no representation to make on the said Scheme. Such notice shall be sent in Form No. CAA3 of the CAA Rules with necessary variations, incorporating the directions herein.

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8. The Petitioner(s) to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, 3 (Three) days before the next date of hearing.
9. The Petitioner(s) may also file their rejoinder affidavit(s) dealing with the objections/ observations, if any, of the Authorities, 2 (Two) days before the next date of hearing.
10. Certified copy of the order may be issued, if applied for, upon compliance with all the requisite formalities.

Harish Chander Suri
Member(Technical)

Rajasekhar V.K
Member(Judicial)

Order dated on the 25th day of February, 2021.

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