

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

CP(CAA) No. 17/ KB / 2021

connected with

CA(CAA) No. 813 / KB / 2020

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:

Suasion Finvest 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 Identification No. U65999WB1995PTC067130 and its registered office at Central Plaza, 3rd Floor, Suite C12, 41, B B Ganguly Street, Kolkata 700012 in the State of West Bengal;

And

In the Matter of:

Suasion Consultants Private Limited (“SCPL”), a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013,

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having Corporate Identification No. U74140WB2004PTC100672 and its registered office at Central Plaza, 3rd Floor, Suite C12, 41, B B Ganguly Street, Kolkata 700012 in the State of West Bengal;

And

In the Matter of:

Suasion Sarees Private Limited (“SSPL”), a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U17120WB2009PTC136414 and its registered office at Central Plaza, 3rd Floor, Suite C12, 41, B B Ganguly Street, Kolkata 700012 in the State of West Bengal;

And

Suasion Cottons Private Limited (“SCTPL”), a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U51109WB2005PTC103917 and its registered office at Central Plaza, 3rd Floor, Suite C12, 41, B B Ganguly Street, Kolkata 700012 in the State of West Bengal;

And

Emcee Commercial Private Limited (“ECPL”), a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U51109WB2005PTC103917 and its registered office at Central Plaza, 3rd Floor, Suite C12, 41, B B Ganguly Street, Kolkata 700012 in the State of West Bengal;

And

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In the matter of:

A. Suasion Finvest Private Limited (“SFPL”)

(Petitioner Company-1/ Transferee Company)

B. Suasion Consultants Private Limited (“SCPL”)

(Petitioner Company-2/ Transferor Company-1)

C. Suasion Sarees Private Limited (“SSPL”)

(Petitioner Company-3/ Transferor Company-2)

D. Suasion Cottons Private Limited (“SCTPL”)

(Petitioner Company-4/ Transferor Company-3)

E. Emcee Commercial Private Limited (“ECPL”)

(Petitioner Company-5/ Transferor Company-4)

.... **Petitioner Companies**

Date of Hearing: 26 / 02 / 2021

Order pronounced on 26/02/2021

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 26.02.2021.
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 Suasion Finvest Private Limited (“SFPL”) (hereinafter referred to as the “Transferee Company”) with Suasion Consultants Private Limited (“SCPL”), Suasion Sarees Private Limited (SSPL), Suasion Cottons Private Limited (“SCTPL”) and Emcee Commercial Private Limited (ECPL), (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 01.04.2020 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”).
3. By an order dated 22.12.2020 in Company Application (CAA) No. 813 / KB / 2020, 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. There is no Secured Creditor in the applicant companies and therefore the question of meeting of secured creditor of the applicant companies does not arise.
 - iii. In view of the fact that unsecured creditor of Transferee Company and Transferor Companies, has given consent by way of affidavit therefore meeting of unsecured creditor dispensed with.

4. The Learned Counsel for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 22.12.2020 made in Company Application (CAA) No. 813 / KB / 2020, notice along with all accompanying documents has already been served on 28.12.2020 on the Statutory/Sectoral Authorities and the Creditor, as directed by the said order, including upon the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; The Registrar of Companies, West Bengal; Income Tax Department having jurisdiction over the Petitioners; Official Liquidator, High Court of Calcutta; Reserve Bank of India, Kolkata. An affidavit proving service, as aforesaid, has been filed by the Petitioners. 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 Petitioners, 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 Petitioners 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 not 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 Petitioners. If no such representation is received by the Tribunal within such period, it

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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.

8. The Petitioners to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, 3 (Three) days before the next date of hearing.
9. The Petitioners 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 26th day of February, 2021.

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