

In the National Company Law Tribunal

Kolkata Bench

Company Petition (CAA) No. 74(KB) / 2021

In the Matter of the Companies Act, 2013 – petition under sections 230 to 232 and other relevant provisions of the Companies Act, 2013 read with relevant Rules of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016

And

In the Matter of :

Deep Laboratories Private Limited, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U51909WB2012PTC172487 and its registered office at 62/4A, SN Banerjee Road, PS Taltola, Kolkata – 700014 in the State of West Bengal.

. . . . . Petitioner Company 1/ Transferor Company 1

And

Touchwin Developers Private Limited, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U45400WB2012PTC178758 and its registered office at 62/4A, SN Banerjee Road, PS Taltola, Kolkata – 700014 in the State of West Bengal.

. . . . . Petitioner Company 2/ Transferor Company 2

And

Rangan Developers Private Limited, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U45400WB2012PTC178746 and its registered office at 62/4A, SN Banerjee Road, PS Taltola, Kolkata – 700014 in the State of West Bengal.

. . . . . Petitioner Company 3/ Transferor Company 3

And

Pushpdhara Distributors Private Limited, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U51909WB2010PTC149491 and its registered office at 62/4A, SN Banerjee Road, PS Taltola, Kolkata – 700014 in the State of West Bengal.

. . . . . Petitioner Company 4/ Transferor Company 4

And

Primeriose Shoppers Private Limited, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U51909WB2010PTC149711 and its registered office at 62/4A, SN Banerjee Road, PS Taltola, Kolkata – 700014 in the State of West Bengal.

. . . . . Petitioner Company 5/ Transferor Company 5

And

Onkar Laboratories Private Limited, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U51909WB2008PTC123804 and its registered office at 62/4A, SN Banerjee Road, PS Taltola, Kolkata – 700014 in the State of West Bengal.

. . . . . Petitioner Company 6/ Transferee Company

**Date of Hearing** : **09<sup>th</sup> July, 2021**

**Date of pronouncement of the Order** : **9<sup>th</sup> July, 2021**

**Coram:**

**Shri Rajasekhar VK,** : **Member(Judicial)**

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

**Counsel on Record for the Petitioners :**

Mr. Ravi Sharma, Advocate

## ORDER

Per : Rajasekhar VK, Member(Judicial)

1. The instant petition has been filed under sections 230-232 of the Companies Act, 2013 (“**Act**”), for sanction of the Scheme of Amalgamation of Deep Laboratories Private Limited, (Petitioner Company 1/Transferor Company 1), Touchwin Developers Private Limited, (Petitioner Company 2/Transferor Company 2), Rangan Developers Private Limited, (Petitioner Company 3/ Transferor Company 3), Pushpdhara Distributors Private Limited, (Petitioner Company 4/ Transferor Company 4), Primerose Shoppers Private Limited, (Petitioner Company 5/ Transferor Company 5), and Onkar Laboratories Private Limited, (Petitioner Company 6/Transferee Company), whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, April 1, 2020, in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“**Scheme**”).

2. By an Order dated November 11, 2020, made in CA(CAA) No. 891 / KB / 2020, meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner Companies were dispensed with under Section 230(1) read with Section 232(1) of the Act, in view of all such shareholders and 100% in value of such creditors having already considered and given their consent to the Scheme. By the said Order, notices under Section 230(5) of the Act, were directed to be served on the Statutory Authorities.

3. The Ld. Counsel for the Petitioners submits that in compliance with the said Order dated November 11, 2020, made in Company Application (CAA) No. 891 / KB / 2021, notice along with all accompanying documents has already been served on November 26, 2020, on the Statutory 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 are registered; Income Tax

Department having jurisdiction over the Petitioner and Official Liquidator. An affidavit proving service, as aforesaid, has been filed by the Petitioner on December 1, 2020. None of the authorities, as aforesaid, have filed their representation so far.

4. 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 September 8, 2021.

5. 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 Statesman” (English, Kolkata Edition) and “Anandabazar Patrika” (Bengali, Kolkata Edition), as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“CAA Rules”).

6. 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 Advocate of the said Petitioners. 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.

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 VK)

Member (Judicial)

Signed this, the 9<sup>th</sup> day of July, 2021

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