

In the National Company Law Tribunal

Kolkata Bench

Company Petition (CAA) No. 71/ KB / 2021
Connected with
Company Application (CAA) No. 725/ KB / 2020

In the Matter of the Companies Act, 2013 - Section 230(6) read with Section 232(3)

And

In the Matter of :

Kamdhenu Cotyans 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. U17299WB2000PTC091411 and its registered office at 12 Amartolla Street Kolkata -700007 in the State of West Bengal

.....Petitioner No. 1/ Transferee Company

AND

In the Matter of :

Linkpoint Commodeal 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. U51101WB2010PTC147903 and its registered office at 3A, Mullick Street, Ground Floor New Bilasray Katra Kolkata -700007 in the State of West Bengal

.....Petitioner No. 2/ Transferor Company No. 1

AND

In the Matter of :

Shri Saraswati Fabrics 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. U18101WB2007PTC114877 and its registered office at 3A, Mullick Street, Ground Floor New Bilasray Katra Kolkata -700007 in the State of West Bengal

.....Petitioner No. 3/ Transferor Company No. 2

AND

In the Matter of :

1. Kamdhenu Cotsyns Private Limited;
2. Linkpoint Commodeal Private Limited;
3. Shri Saraswati Fabrics Private Limited;

..... Petitioner(s)

Date of Hearing : **13th July, 2021**

Date of pronouncing the order : **13th July, 2021**

Coram:

Mr. Rajasekhar V.K. : Member (Judicial)

Mr. Harish Chander Suri : Member (Technical)

Counsel on Record for the Petitioner(s):

Mr Shashi Agarwal, Practicing Chartered Accountant

ORDER

Per Harish Chander Suri, Member (Technical)

1. The Court convened by video conference on 13.07.2021.
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 Linkpoint Commodeal Private Limited, being the Petitioner No. 2 abovenamed (“**Transferor Company No. 1**” or “**Petitioner No. 2**”) and Shri Saraswati Fabrics Private Limited, being the Petitioner No. 3 abovenamed (“**Transferor Company No. 2**” or “**Petitioner No. 3**”), with Kamdhenu Cotsyns Private Limited, being the Petitioner No. 1 abovenamed (“**Transferee Company**” or “**Petitioner No. 1**”), whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, viz 1st April, 2019, in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“**Scheme**”).
3. By an Order dated 18/12/2020, in Company Application (CAA) No. 725/ 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:

Meetings dispensed: Meetings of the Equity Shareholders of the Petitioner No.1, Petitioner No.2 and Petitioner No. 3 for considering the Scheme were dispensed with, in view of all such shareholders having respectively given their consent to the Scheme by way of affidavits. Further all Petitioner Companies have no secured creditors and no unsecured creditors.

4. The Ld. Authorised representative for the Petitioner(s) further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said Order dated 18.12.2020, made in Company Application (CAA) No. 725/KB/2020, notice along with all accompanying documents has already been served on the Statutory/Sectoral Authorities, as directed by the said order, including upon the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata on 01/01/2021; Registrar of Companies with whom the Petitioner(s) are registered on 01/01/2021; Income Tax Department having jurisdiction over the Petitioner(s) on 01/01/2021; Official Liquidator on 01/01/2021. An affidavit proving service, as aforesaid, has been filed by the Petitioner(s). No 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 **3rd September, 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 Aajkaal 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.

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.

(Harish Chander Suri)

(Rajasekhar V K)

Member (Technical)

Member (Judicial)

Signed this, the 13th day of July, 2021

GOUR_STENO