

IN THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH, KOLKATA

CP (CAA) NO. 66/KB/2021

In connection with

CA (CAA) No. 539 /KB/2019

In the Matter of the Companies Act, 2013 - Section 230(6)

And

In the Matter of :

PRATIBHA TRADERS AND INVESTMENT PRIVATE LIMITED, a company incorporated under The Companies Act, 1956; and having its registered office at 16A Shakespeare Sarani, New BK Market, Kolkata-700071, in the state of West Bengal, within the aforesaid jurisdiction

AND

PALLOB AGENCIES PRIVATE LIMITED, a company incorporated under The Companies Act, 1956; and having its registered office at 12 Cassipore Road, Kolkata-700002, in the state of West Bengal, within the aforesaid jurisdiction.

..... Transferor Companies

AND

RELIABLE NIRMAN PRIVATE LIMITED, a company incorporated under the Companies Act, 1956; and having its registered office at 28, Manoharpukur Road, Kolkata - 700 029, in the state of West Bengal, within the aforesaid jurisdiction

..... Transferree Company

AND

1. PRATIBHA TRADERS AND INVESTMENT PRIVATE LIMITED
2. PALLOB AGENCIES PRIVATE LIMITED
3. RELIABLE NIRMAN PRIVATE LIMITED

..... Petitioner(s)

Date of Hearing : 02.07.2021

Date of Pronouncement of the Order : 2nd July, 2021

Coram:

Shri Rajasekhar V.K., Member (Judicial)

Shri Harish Chander Suri, Member(Technical)

Counsel on Record for the Petitioner(s):

Mr. Saptarshi Banerjee , Advocate

Ms. Namrata Basu, Advocate

ORDER

Per Shri Rajasekhar VK, Member(Judicial)

1. The instant petition has been filed under Section 230(6) of the Companies Act, 2013 (“Act”) for sanction of the Scheme of Amalgamation of PRATIBHA TRADERS PRIVATE LIMITED, being the Petitioner No.1 above named (“Transferor Company No. 1”), PALLOB AGENCIES PRIVATE LIMITED being the Petitioner No.2 above named (“Transferor Company No. 2”), with RELIABLE NIRMAN PRIVATE LIMITED , being the Petitioner No.3 above named (“Transferee Company”), whereby and where under the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, 1stApril, 2019 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”).
2. By an order dated November 27, 2019, in CA (CAA) No. 539/KB/2019, this Tribunal made the following directions with regard to meetings of shareholders and creditors under Section 230(1) of the Act:-
 - (a) **Meetings of Equity Shareholders dispensed:** Meetings of the Equity Shareholders of the Petitioner No.1, Petitioner No.2 and meetings of the Equity Shareholders of the Petitioner No.3 for considering the Scheme were dispensed with, in view of all such shareholders having given their consent to the Scheme by way of affidavits.
 - (b) **Meetings of Creditors dispensed:** Meetings of the Secured Creditors and Unsecured Creditors of the Petitioner No.1,

Petitioner No.2 and Petitioner No.3 for considering the Scheme were dispensed with in view of all such creditors having given their consent to the Scheme by way of affidavits.

3. The Ld. Counsel appearing for the Petitioner(s) submits that the Shareholders and the Creditors have given their consent in writing for the approval of proposed Scheme of Amalgamation and the Petitioner(s) now seek admission of the instant petition presented by them for sanction of the Scheme.

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 November 27, 2019, made in CA (CAA) No.539/KB/2019, notice along with all accompanying documents, by way of Speed Post has already been served upon the Statutory/Sectoral Authorities, as directed in the said Order. The said Notices and relevant documents have been served under cover of a letter dated March 02, 2020 to the Official Liquidator on March 02, 2020. On March 04, 2020 and March 05, 2020, upon the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; Registrar of Companies with whom the Petitioners are registered; Income Tax Department, having jurisdiction over the Petitioner(s). An affidavit proving service, as aforesaid, has been affirmed by the Petitioners and filed in the e-filing portal of this Tribunal.

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 1st 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 an English Newspaper FINANCIAL EXPRESS and in a regional language (Bengali) newspaper AAJKAAL 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 two weeks 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 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 Scheme. Such notice shall be sent in Form No. CAA 3 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 VK)

Member(Technical)

Member(Judicial)

Signed, this the 2nd day of July, 2021

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