

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

CP (CAA) No. 77/KB/2021

connected with

C.A. (CAA) NO. 2/KB/2021

IN THE MATTER OF SECTION 230 TO 232 OF COMPANIES ACT, 2013

AND

IN THE MATTER OF PROVINCIAL INVESTMENT CORPN PVT LTD

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT (DEMERGER)

BETWEEN

PROVINCIAL INVESTMENT CORPN PVT LTD
(DEMERGED COMPANY)

AND

SAPPHIRE KNIT-WEAR PRIVATE LIMITED
(RESULTING COMPANY)

AND

AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PROVINCIAL INVESTMENT CORPN PVT LTD

(CIN: U65929WB1946PTC013617)

A Company incorporated under the Companies Act, 1913,

having its Registered Office at

14 N.S. Road, 1st Floor Kolkata WB 700001

Represented by Mr. Sandeep Somani, Director

.....Applicant Company No. 1/ Demerged Company

SAPPHIRE KNIT-WEAR PRIVATE LIMITED

(CIN: U67120WB1997PTC085031)

A Company incorporated under the Companies Act, 1956,

having its Registered Office at

14 N.S. Road, 1st Floor Hare Street Kolkata WB 700001

Represented by Mr. Anand Mundhra, Director

.....Applicant Company No. 2/ Resulting Company

1. PROVINCIAL INVESTMENT CORPN PVT LTD
2. SAPPHIRE KNIT-WEAR PRIVATE LIMITED

..... Petitioner(s)

Date of Hearing : 09.07.2021

Date of Pronouncement of the Order: 9th July, 2021

Coram:

Shri Rajasekhar V.K., Member (Judicial)

Shri Harish Chander Suri, Member (Technical)

Appearances (via video conferencing):

Counsel on Record for the Petitioner(s):

CS Mohan Ram Goenka

CS Sneha Khaitan

ORDER

Per : Harish Chander Suri, Member(Technical)

1. The instant petition has been filed under Section 230(6) read with Section 232(3) of the Companies Act, 2013, for sanction of the Scheme of Arrangement between SAPPHIRE KNIT-WEAR PRIVATE LIMITED (Resulting Company/

Applicant no. 2) and PROVINCIAL INVESTMENT CORPN PVT LTD (Demerged Company/Applicant no.1) and their respective shareholders and creditors. The Scheme provides for the Demerger from the Appointed Date i.e. 01.07.2019, in the manner and on the terms and conditions stated in the said Scheme of Arrangement.

2. By an Order dated January 27, 2021, along with the corrigendum to Order dated January 27, 2021, passed on February 8, 2021, in Company Application C.A.(CAA) No. 2/ KB / 2021, 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 :
 - a) Meeting of the Equity Shareholders of the Demerged Company and the Resulting Company was dispensed with in view of the consents in the form of affidavit by all such shareholders.
 - b) The Demerged Company and the Resulting Company have Nil Secured Creditors, Therefore, the requirement of holding meeting of Secured Creditors of both the Companies did not arise.
 - c) Meeting of the Unsecured Loan Creditors of the Demerged Company and the Resulting Company are dispensed with, in view of the consent received in the form of affidavit by such Unsecured Loan Creditors.
 - d) The Demerged Company and the Resulting Company have Nil Unsecured Trade Creditors. Therefore, the requirement of holding meeting of Unsecured Trade Creditors of both the Companies did not arise.
3. The Ld. Authorised representative, appearing for the Petitioner Companies, now seek admission of the instant petition presented by them for sanction of the Scheme.

4. The Learned Authorised representative for the Petitioner Companies further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said Order dated January 27, 2021, along with the corrigendum to Order dated January 27, 2021, passed on February 8, 2021, made in Company Application C.A.(CAA) No. 2/ KB / 2021, notice along with all accompanying documents has already been served on 17.02.2021 on the Statutory/Sectoral Authorities, as directed in the said Order, including upon the Central Government, through the Regional Director(Eastern Region), Ministry of Corporate Affairs, Kolkata, the Registrar of Companies, West Bengal, Reserve Bank of India and Chief Commissioner of Income Tax and Income Tax authority having jurisdiction over the Petitioner Companies. An affidavit proving service, as aforesaid, has been filed by the Petitioner Companies to the National Company Law Tribunal, Kolkata Bench on 03.03.2021. The above mentioned authorities 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 Companies, this Tribunal further submits that the Company Petition is filed in consonance with section 230 to 232 of the Companies Act, 2013 and in terms of the Order passed in CA (CAA)No.2/KB/2021 by this Tribunal and the Petition fixed for hearing on 01.09.2021.
6. At least ten days before the date fixed for hearing, the Petitioner(s) Companies shall cause notice of hearing to be advertised in Financial Express, in English and once in Aajkal, in Bengali newspapers, both having circulation in the State of West Bengal, as per rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
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 Central Government, through the Regional

Director(Eastern Region), Ministry of Corporate Affairs, Kolkata, the Registrar of Companies, West Bengal, Reserve Bank of India, if applicable and Chief Commissioner of Income Tax and Income Tax authority having jurisdiction over the Petitioner Companies 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 Advocates / Authorised Representative of the Petitioner Companies. 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 Companies are directed 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 Companies may also file their rejoinder affidavits dealing with the objections/ observations, if any, of the Authorities, 2 (Two) days before the next date of hearing

(Harish Chander Suri)
Member (Technical)

(Rajasekhar V K)
Member (Judicial)

Signed, this the 9th day of July, 2021

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