

IN THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH

CP(CAA) 62 / KB / 2021

connected with

CA(CAA) 763 / 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:

**SRIJAN CEMENTS LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN: U26940WB2008PLC127751) and having its Registered Office at AMP Vaisaakhi Room No.702 AG 112, Sector-II Salt lake, Kolkata -700091 in the State of West Bengal within the aforesaid jurisdiction;

And

In the Matter of:

**CITY TRADECOM PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN:U52390WB2010PTC 141786) and having its Registered Office at AG-112, Unit No-2 (7<sup>th</sup> Floor), AMPB Vaishakhi Sector-II Salt lake, Kolkata -700091 in the State of West Bengal within the aforesaid jurisdiction;

And

**In the Matter of:**

**EVERLIKE DISTRIBUTORS PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN:U51109WB2005PTC106375) and having its Registered Office at AMP Vaisaakhi Room No.702 AG 112 Sector-II Salt lake, Kolkata - 700091 in the State of West Bengal within the aforesaid jurisdiction;

And

**In the matter of:**

**LONG VIEW BARTER PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN: U52190WB2010PTC142730) and having its Registered Office at AG-112, Unit No-2 (7th Floor), AMP Baishakhi Sector-II Salt lake, Kolkata - 700091, in the State of West Bengal within the aforesaid jurisdiction;

And

**In the matter of:**

**ZAREC DISTRIBUTORS PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN:U74110WB2005 PTC104497) and having its Registered Office at ROOM NO. B - 404, Bagree Market 71, B R B Basu Road, Kolkata -700001 in the State of West Bengal within the aforesaid jurisdiction;

And

**In the matter of:**

**ZIGMA AGENCIES PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN: U51909WB2010 PTC141202) and having its Registered Office at AG-112, Unit No-2 (7<sup>TH</sup>Floor), AMP Baishakhi Sector-II Saltlake, Kolkata- 700091 in the State of West Bengal within the aforesaid jurisdiction;

And

**In the matter of:**

1. SRIJAN CEMENTS LIMITED;
2. CITY TRADECOM PRIVATE LIMITED;
3. EVERLIKE DISTRIBUTORS PRIVATE LIMITED;
4. LONG VIEW BARTER PRIVATE LIMITED;

5. ZAREC DISTRIBUTORS PRIVATE LIMITED;  
- AND -  
6. ZIGMA AGENCIES PRIVATE LIMITED;

..... Petitioner Companies

Date of Hearing : 01/07/ / 2021

Date of Pronouncement of the Order : 1<sup>st</sup> July, 2021

Coram:

Shri Rajasekhar V.K. : Member (Judicial)  
Shri .Harish Chander Suri : Member (Technical)

Appearances (via video conferencing ):

For the Petitioners : 1. Ms. Manju Bhuteria, Advocate  
2. Mr. N. Gurumurthy, FCA  
3. Mr. Madan Kumar Maroti, FCA  
4. Ms. Aisha Amin, Advocate

### **ORDER**

Per: Rajasekhar V.K., Member (Judicial)

1. The Court convened by video conference today.
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 CITY TRADECOM PRIVATE LIMITED, the Petitioner No 2 above named (“Transferor Company No 1 ” or “ Petitioner No 2” ), EVERLIKE DISTRIBUTORS PRIVATE LIMITED, the Petitioner No 3 above named (“Transferor Company No 2 ” or “ Petitioner No 3 ” ); LONG VIEW BARTER PRIVATE LIMITED, the Petitioner No 4 above named (“Transferor Company No 3 ” or “ Petitioner No 4 ” ); ZAREC DISTRIBUTORS PRIVATE LIMITED, the Petitioner No 5 above named (“Transferor Company No 4 ” or “ Petitioner No 5 ” ) and ZIGMA AGENCIES PRIVATE LIMITED, the Petitioner No 6 above named (“Transferor Company No 5 ” or

“ Petitioner No 6 ”), with SRIJAN CEMENTS LIMITED, the Petitioner No 1 above named (“Transferee Company” or “ Petitioner No 1” ), Transfer Date or Appointed Date being 1st April, 2019, pursuant to Section 230 to 232 of the Companies Act, 2013 and Rules made there under in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”).

3. By an order dated 21st December, 2020, in Company Application No. C.A (CAA) No.763/(KB)/2020, this Tribunal made the following directions with regard to meetings of shareholders and creditors under Section 230(1) of the Act:-

**(a) Meetings dispensed :**

Meetings of the Equity Shareholders of the Petitioner Companies, Secured Creditors of Petitioner No 1 and Unsecured Creditors of Petitioner No 1 were dispensed with, in view of consent by all shareholders of the Petitioner Companies and over 90% in value of such creditors of Petitioner No 1 having respectively given their consent to the Scheme by way of affidavits.

**(b) Meetings directed to be held :**

No meeting was directed by this Tribunal.

**(c) No Meetings required :**

Secured Creditors of Petitioner No 2 to 6 , Unsecured Creditors of Petitioner No 2 to 6 - NIL creditors verified by auditors certificate .

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 21st December, 2020, made in Company Application No. C.A (CAA) No.763/(KB)/ 2020, notice along with all accompanying documents has already been served on the Statutory / Sectoral Authorities, as directed by the said order viz. upon Income Tax Authorities on 19<sup>th</sup> January ,2021 and 21<sup>st</sup> January ,2021, upon Regional Director , Eastern Region , Ministry of Corporate Affairs and Registrar Of Companies , West Bengal on 19<sup>th</sup> January ,2021, Upon Official Liquidator , High Court Calcutta on 18<sup>th</sup> January ,2021 and Competition Commission of India on 20<sup>th</sup> January ,2021. An affidavit proving service, as aforesaid affirmed on 26<sup>th</sup> February,2021 has been filed by the Petitioner(s).

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 Petitioner(s), we admit the instant petition and fix the next date of hearing on **17<sup>th</sup> August,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 Bengali translation thereof in DAINIK STATESMAN 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.
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 )**

Signed on this, the 1<sup>st</sup> day of July, 2021

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