

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

C.P. (CAA) No. 106/ KB/ 2021  
Connected with  
C. A. (CAA) No. 316/KB/ 2020

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

And

In the Matter of:

**BALAJI STOCKBROKING & SERVICES 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. U67120WB1994PTC066523 and its registered office at 9/1, Syed Amir Ali Avenue 2nd Floor Kolkata -700017, in the State of West Bengal.

And

**CAPTAIN WOODS INDIA 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.U20100WB2014PTC203089 and its registered office at 3/A, Hare Street Kolkata 700001, in the State of West Bengal.

And

**D K ISPAT AND TIMBER 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.U74899WB1995PLC154645 and its registered office at 3A, Hare Street 3rd Floor Kolkata 700001, in the State of West Bengal.

And

**USHA BUILDTECH 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.U74899WB1995PTC152167 and its registered office at 3A, Hare Street 3rd Floor Kolkata 700001, in the State of West Bengal.

And

**USHA CONCAST 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.U27109WB2004PTC099315 and its registered office at 9/1, Syed Amir Ali Avenue 2nd Floor Kolkata 700017, in the State of West Bengal.

....PETITIONERS

1. **BALAJI STOCKBROKING & SERVICES PRIVATE LIMITED**
2. **CAPTAIN WOODS INDIA PRIVATE LIMITED**
3. **D K ISPAT AND TIMBER LIMITED**
4. **USHA BUILDTECH PRIVATE LIMITED**
5. **USHA CONCAST PRIVATE LIMITED**

....PETITIONERS

**Date of Hearing:** 06/07/2021  
**Date of Pronouncement:** 06/07/2021

**Coram:**

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

**Counsel on Record for the Petitioners :**

**Ms. Neha Somani, Practising Company Secretary**

**ORDER**

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

1. 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 Captain Woods India Private Limited, D K Ispat and Timber Limited, Usha Buildtech Private Limited, Usha Concast Private Limited, being the Petitioner No.2,3,4,5 respectively ("**Transferor Companies**"), with Balaji Stockbroking & Services Private Limited, being the Petitioner No.1 above named ("**Transferee Company**") whereby and where under the Transferor Companies is proposed to be amalgamated with the Transferee Company from the Appointed Date, viz. 1<sup>st</sup> April, 2018 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“**Scheme**”).
2. By an order dated 17<sup>th</sup> December, 2020 in Company Application (CAA) No. 316/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 of the Equity Shareholders of the Petitioner Companies and meetings of

Creditors of the Petitioner Companies for considering the Scheme were dispensed with in view of all such shareholders and 100% in value of such creditors having respectively given their consent to the Scheme by way of affidavits.

3. The Ld. Practising Company Secretary appearing for the Petitioners submits that the shareholders and creditors having approved the Scheme, the Petitioners now seek admission of the instant petition presented by them for sanction of the Scheme.
4. The Ld. Practising Company Secretary for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 17<sup>th</sup> December, 2020 in Company Application (CAA) No. 316/KB/ 2020, notice along with all accompanying documents has already been served on 22<sup>nd</sup> January, 2021 on the Statutory/ Sectoral 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 Petitioners are registered; Income Tax Department having jurisdiction over the Petitioners; Official Liquidator, Kolkata, the Reserve Bank of India. An affidavit proving service, as aforesaid, has been filed by the Petitioners.
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 09.09.2021.
6. 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 “Business Standard” in English and “Aajkal” 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 speed 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 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. Approval from the Reserve Bank of India has been annexed to the Petition. In view of the same, service upon the Reserve Bank of India is not directed.
9. The Petitioners to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, 3 (Three) days before the next date of hearing.
10. 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.

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

**(Rajasekhar V. K.)**  
**Member (Judicial)**

Signed on this, the 06<sup>th</sup> day of July, 2021

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