

In the National Company Law Tribunal

Kolkata Bench, Kolkata

CA (CAA) No.30/KB/2021

In the Matter of:

The Companies Act, 2013 - Section 230(1) [read with Section 232(1)];

And

In the Matter of:

ALLIANCE COMMOTRADE 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. U51909WB2008PTC130605 and its registered office at 58/29 Prince Anwar Shah Road, 1st Floor, Kolkata-700045 in the State of West Bengal.

And

In the Matter of:

ANJANIPUTRA VANIJYA 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. U51909WB2008PTC124291 and its registered office at 58/29 Prince Anwar Shah Road, 1st Floor, Kolkata-700045 in the State of West Bengal.

And

In the Matter of:

QUEST TRADELINK 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. U51909WB2008PTC130610 and its registered office at 58/29 Prince Anwar Shah Road, 1st Floor, Kolkata-700045 in the State of West Bengal.

1. ALLIANCE COMMOTRADE PRIVATE LIMITED
2. ANJANIPUTRA VANIJYA PRIVATE LIMITED
3. QUEST TRADELINK PRIVATE LIMITED

. Applicants

Date of Hearing: 01/07/2021

Date of pronouncement of order: 13/07/2021

Coram:

Shri Rajasekhar V.K., Member(Judicial)

Shri Harish Chander Suri, Member(Technical)

Counsel on Record for the Applicant(s):

1. Patita Paban Bishwal, Advocate

ORDER

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

1. The Court convened video conference today.
2. The instant application has been filed in the first stage of the proceedings under Section 230(1) read with Section 232(1) of the Companies Act, 2013 ("**Act**") for orders and directions with regard to meetings of shareholders and creditors in connection with the Scheme of Amalgamation of ALLIANCE COMMOTRADE PRIVATE LIMITED, being the Applicant No.1 above named ("**Transferor Company No. 1**" or "**Applicant No.1**") and ANJANIPUTRA VANIJYA PRIVATE LIMITED being the Applicant No.2 above named ("**Transferor Company No. 2**" or "**Applicant**

No.2) with QUEST TRADELINK PRIVATE LIMITED, being the Applicant No.3 abovenamed ("**Transferee Company**" or "**Applicant No.3**")whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, viz 1st day of April, 2020 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ("**Scheme**").

3. It is submitted by Ld. Counsel appearing for the Applicant(s) that the shares of the Applicant No.1, Applicant No.2 and Applicant No. 3 are not listed. Further, the Applicant(s) have the following classes of shareholders and creditors:-

- (a) Applicant No.1: 4 (Four) Equity Shareholders and 2 (Two) Unsecured Creditors;
- (b) Applicant No.2: 4 (Four) Equity Shareholders and 3 (Three) Unsecured Creditors;
- (c) Applicant No.3: 4 (Four) Equity Shareholders and 4 (Four) Unsecured Creditors;

4. It is further submitted that all Equity Shareholders and Unsecured Creditors of the Applicant No.1, all Equity Shareholders and Unsecured Creditors of the Applicant No.2 and all Equity Shareholders and Unsecured Creditors of the Applicant No.3 have already given their consent to the Scheme by way of affidavits which are annexed to the application.

5. Directions are sought accordingly for dispensing with meetings of the classes of equity shareholders and unsecured creditors who have already given their consent to the Scheme under Section 230(1) [read with Section 232(1)] of the Act.

6. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicant(s), we allow the instant application and make the following orders:-

(a) **Meetings dispensed:** Meetings of the Equity Shareholders, and Unsecured Creditors of the Applicant No.1, Meetings of the Equity Shareholders, and Unsecured Creditors of the Applicant No.2 and meetings of the Equity Shareholders, and Unsecured Creditors of the Applicant No.3 are dispensed with under Section 230(1) [read with Section 232(1)] of the Act.

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

No meeting to be held.

(c) **No requirement of meetings:**

NIL Secured Creditors of Applicant Companies verified by auditors certificate.

7. Notice under Section 230(5) of the Companies Act, 2013 along with all accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013 shall also be served on the [Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; Registrar of Companies with whom the Applicant(s) are registered; Official Liquidator; and Income Tax Department having jurisdiction over the Applicant(s)]; by sending the same 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 that representation, if any, should be filed before this Tribunal within 30 days from the date of receipt of the notice with a copy of such representation being simultaneously sent to the Advocates of the said Applicant(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 of Amalgamation. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA3 of the said Rules with necessary variations, incorporating the directions herein.

8. The Applicant(s) to file an affidavit proving service of notices of meeting(s) and publication of advertisement and compliance of all directions contained herein at least a week before the meeting(s) to be held.

9. The company application being CA (CAA) No.30/KB/2021 is disposed of accordingly.

10. Urgent Photostat certified copy of this order, if applied for, be supplied to the parties, subject to compliance with all requisite formalities.

(Harish Chander Suri)
Member (Technical)

(Rajasekhar V. K.)
Member (Judicial)

Order signed on 13th July, 2021