

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

**CP (CAA) No. 35/KB/2021  
Connected with  
CA(CAA) No. 348/KB/2020**

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In the Matter of:

Petition under Section 230(6) read with Section 232(3) of the Companies Act, 2013;

And

In the Matter of:

**AMARNATH 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. U15100WB2008PTC128826 and its registered office at 209 Bentinck Chambers, 37/A Bentinck Street, Kolkata - 700069 in the State of West Bengal.

And

**PROMINENT TRADECOMM 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. U51101WB2010PTC147831 and its registered office at 209 Bentinck Chambers, 37/A Bentinck Street, Kolkata – 700069, in the State of West Bengal.

And

**GOLF ENCLAVE 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. U70100WB2010PTC148860 and its registered office at 209 Bentinck Chambers, 37/A Bentinck Street, Kolkata – 700069, in the State of West Bengal.

AND

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1. AMARNATH VANIJYA PRIVATE LIMITED : Transferee Company  
2. PROMINENT TRADECOMM PRIVATE LIMITED : Transferor Company No. 1  
3. GOLF ENCLAVE PRIVATE LIMITED : Transferor Company No. 2  
..... **Petitioners**

**Date of Hearing** : **05.04.2021**  
**Date of pronouncing the order** : **05.04.2021**

**Coram:**

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

**Appearances**

Mr. A.K. Upadhyay, Advocate

Mr. Debanjan Saha, Advocate

**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 **Prominent Tradecomm Private Limited**, being the Petitioner No. 2 abovenamed (“**Transferor Company No. 1**” or “**Petitioner No.2**”) and **Golf Enclave Private Limited**, being the Petitioner No. 3 abovenamed (“**Transferor Company No. 2**” or “**Petitioner No.3**”) with **Amarnath Vanijya Private Limited**, being the Petitioner No. 1 abovenamed (“**Transferee Company**” or “**Petitioner No.1**”) whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, viz 01.04.2019 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“**Scheme**”).

2. By an order dated 05.01.2021 in Company Application (CAA) No. 348/KB/2020, this Tribunal directed that the meetings under Section 230(1) read with Section 232(1) of the Act, of Equity shareholders of the Petitioner Company Nos. 1, 2 and 3, for considering the Scheme be dispensed with in view of all such shareholders having respectively given their consent to the Scheme by way of affidavits. Since there are no Secured or Unsecured Creditors in any of the Petitioner Companies, the requirement of conducting meeting of Secured or Unsecured Creditors does not arise.

3. Ld. Counsel appearing for the Petitioners submits that the meetings of the Equity Shareholders have been dispensed with by this Tribunal in view of the consents by way of affidavit provided by all such shareholders to the Scheme 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 Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 05.01.2021 made in Company Application (CAA) No. 348/KB/2020, notice along with all accompanying documents has already been served on 15.01.2021 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, West Bengal; Income Tax Department having jurisdiction over the Petitioners; and Official Liquidator, High Court, Calcutta. An affidavit proving service, as aforesaid, 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 Petitioners, we admit the instant petition and fix the next date of hearing on **21.05.2021**.

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 “**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 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 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 said Scheme. Such notice shall be sent in Form No. CAA-3 of the CAA Rules with necessary variations, incorporating the directions herein.

8. The Petitioners to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, 3 (Three) days before the next date of hearing.

9. 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 VK)**  
**Member(Judicial)**

Order dated on 05.04.2021.