

**In the National Company Law Tribunal
Kolkata Bench, Kolkata**

**CP(CAA) No.96/ KB/ 2021
Connected with CA (CAA) No. 894/KB/2020**

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

And

In the Matter of :

LOVELY DEALMARK PRIVATE LIMITED.,
a company incorporated under the
Companies Act, 2013; and having its
registered office 3, Canal East Road, Flat
No G-10, 10th Floor, Kolkata-700067, in
the State of West Bengal;

And

**DHANLAXMI VINTRADE PRIVATE
LIMITED.** a company incorporated under
the provisions of the Companies Act, 1956
having its Registered Office at 3, Canal
East Road Flat No G-10, 10th Floor
Kolkata 700067, in the State of West
Bengal;

And

**GROWFAST ADVISORY SERVICES
PRIVATE LIMITED,** a company
incorporated under the provisions of the
Companies Act, 1956 having its Registered
Office at 3, Canal East Road Flat No G-10,
10th Floor Kolkata 700067, in the state of
West Bengal;

And

In the matter of:

- 1. LOVELY DEALMARK PRIVATE
LIMITED**
- 2. DHANLAXMI VINTRADE PRIVATE
LIMITED**
- 3. GROWFAST ADVISORY SERVICES
PRIVATE LIMITED**

...Petitioners

Date of Hearing: 14/07/2021

Date of pronouncing the order:14/07/2021

Coram:

Rajasekhar VK, Member (Judicial)

Harish Chander Suri, Member (Technical)

Counsel on Record for the Petitioner (s):

[CS Anil Kumar Dubey, PCS]

ORDER

Per: Harish Chander Suri, Member (Technical)

1. The Court convened 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 LOVELY DEALMARK PRIVATE LIMITED, being the Petitioner No.1 above named (“**Transferor Company**” or “**Petitioner No.1**”) and DHANLAXMI VINTRADE PRIVATE LIMITED, being the Petitioner No.2 above named (“**Transferor Company**” or “**Petitioner No.2**”) with GROWFAST ADVISORY SERVICES PRIVATE LIMITED, being the Petitioner No.3 (“**Transferee Company**” or “**petitioner No.3**”) where by and where under the Transferor Company is proposed to be amalgamated with the Transferee Company from the Appointed Date, viz 1st April, 2019 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“**Scheme**”).
3. By an order dated 12th November, 2020 in Company Application being C.A.(CAA) No. 894/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]:-
 - (a) Considering the circumstances, the meetings of the Equity Shareholders of the Applicant Companies are hereby dispensed

with, subject to the conditions of the Applicant Companies shall obtain and submit the consent affidavits from all the equity Shareholders of the Applicant companies along with the Connected Petition to be filed for sanction of the scheme, failing which the company Petition shall not be taken up for consideration.

- (b) Ld. Counsel for the applicant Companies submits that the Applicant Companies do not have any secured creditor. Hence the question of conducting meetings of the Secured Creditors are does not arise.
 - (c) Ld. Counsel for the applicant Companies submits that the Transferee Company has three Unsecured Creditors as on 31st March and Transferor Company No. 1 & 2 have two Unsecured Creditors each. Consent given in affidavit form by all the Creditors of the applicant companies have been placed on record. Therefore the requirement of convening and holding of separate meetings are dispensed with.
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 12th November, 2020 made in Company Application (CAA) No. 894/KB/2020, notice along with all accompanying documents has already been served to the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata and the Registrar of Companies with whom the Petitioner(s) are registered on 01.01.2021; Income Tax Department having jurisdiction over the Petitioner(s) and Official Liquidator on 04.01.2021. An affidavit proving service, as aforesaid, has been filed by the Petitioner(s).
 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 **08.09.2021**.
 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 **“Aajkaal”** in Bengali news paper 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 [Advocates/ 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 above mentioned 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.

(Harish Chander Suri)
Member (Technical)

(Rajasekhar V. K.)
Member (Judicial)

Order signed on 14th July, 2021

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