

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

C. A. (CAA) No. 32/KB/2021

In the matter of:

In the Matter of the Companies Act, 2013 - Section 230(1) read with Section 232(1).

And

In the Matter of:

NIRUPAMAA 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. U51909WB2008PTC129847 and its registered office at 58/29 Prince Anwar Shah Road,1st Floor,Kolkata-700045 in the State of West Bengal

And

UNICORN TRADECOM 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. U51909WB2008PTC129178 and its registered office at 58/29 Prince Anwar Shah Road,1st Floor,Kolkata-700045 in the State of West Bengal.

... Transferor Companies

And

In the matter of:

GRIHALAKSHMI TIE-UP 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. U51909WB2008PTC129077 and its registered office at 58/29 Prince Anwar Shah Road,1st Floor,Kolkata-700045 in the State of West Bengal.

... Transferee Company

And

In the Matter of:

1. NIRUPAMAA TRADELINK PRIVATE LIMITED
2. UNICORN TRADECOM PRIVATE LIMITED
3. GRIHALAKSHMI TIE-UP PRIVATE LIMITED

..... Applicant(s)

Date of Hearing: 01/07/2021

Date of pronouncing the order: 13/07/2021

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

Appearance (through video conferencing):

Mr. Patita Paban Bishwal, Advocate : For the Applicant

ORDER

Per Harish Chander Suri, Member (T):

1. 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 for orders and directions with regard to separate meetings of shareholders and creditors in connection with the Scheme of Amalgamation of NIRUPAMAA TRADELINK PRIVATE LIMITED, being the Applicant No.1 above named (**Transferor Company**)

No. 1) and UNICORN TRADECOM PRIVATE LIMITED being the Applicant No.2 above named (**Transferor Company No. 2**) with GRIHALAKSHMI TIE-UP PRIVATE LIMITED, being the Applicant No.3 abovenamed ("**Transferee Company**") whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the appointed date being 1st April, 2020 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation.

2. It is submitted by Ld. Counsel appearing for the Applicants that the shares of the Applicant No.1, Applicant No.2 and Applicant No. 3 are not listed. Further, the Applicants 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 1 (One) Unsecured Creditors
 - (c) Applicant No.3: 4 (Four) Equity Shareholders and 4 (Four) Unsecured Creditors
3. 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.
4. 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.
5. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicant Company, we allow the instant application and make the following orders:-

- (a) In view of the fact that all the Equity Shareholders, and Unsecured Creditors of the Applicant Companies duly consented in writing by way of affidavits to the proposed Scheme of Amalgamation, the requirement of convening and holding of separate meetings of the Applicant Company to ascertain the consent of the equity shareholders and unsecured creditors of the Applicant Company for the Scheme of Amalgamation are dispensed with.
6. Let the notice be served by the Applicant Company, as per the requirements of subsection (5) of Section 230 of the Companies Act, 2013 along with the copy of the Application and all other documents including the copy of the Scheme of Amalgamation and the statement disclosing necessary details on the Central Government, through the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; Registrar of Companies with whom the Applicants are registered; Official Liquidator, High Court at Calcutta; having jurisdiction over the Applicant Company, Income Tax Department having jurisdiction over the Applicants, and such other relevant sectoral regulators/authorities, if applicable, which are likely to be affected by the proposed scheme, by sending the same by hand delivery through Special Messenger or by registered post or by speed post, by e-mail, both, within fourteen days from the date of this order for filing their representation, if any, on the application within 30 days from the date of the notice; 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.
7. The Applicant Companies shall file affidavit of service to this Tribunal that the directions regarding the issue of notices have been duly complied with.
8. The application being Company Application CA (CAA) No.32/KB/2021 is, accordingly disposed of .

9. The Registry is directed to send e-mail copy of the order forthwith to all the parties inclusive of the counsel.
10. Urgent certified copies of this order, if applied for, be supplied to the parties upon compliance of all requisite formalities.

Harish Chander Suri
Member (Technical)

Rajasekhar V K
Member (Judicial)

Signed on 13th July, 2021.

vc