

IN THE NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH

Company Application No. CP(CAA) No.577/KB/2017

In the matter of:

Sections 230 to read with Section  
232 of the Companies Act5, 2013

And

In the matter of:

The Companies (Compromises,  
Arrangements and Amalgamations),  
Rules, 2016

And

In the matter of:

Canberra Traders Private Limited,  
a company incorporated under the  
Companies Act, 1956 and having its  
registered office at Birla  
Building, 9/1, RN Mukherjee Road,  
Kolkata - 700 001, West Bengal  
within the aforesaid jurisdiction.

... Petitioner No. 1

And

In the Matter of:

Mudra Fintrade Private Limited, a  
company incorporated under the  
Companies Act, 1956 and having its  
registered office at Birla  
Building, 9/1, RN Mukherjee Road,  
Kolkata - 700 001, West Bengal  
within the aforesaid jurisdiction.

...Petitioner No. 2

And

In the matter of :

Wintech Tel-Com Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Birla Building, 9/1, RN Mukherjee Road, Kolkata - 700 001, West Bengal within the aforesaid jurisdiction.

..... Petitioner No. 3

Coram : Mr. VP Singh, Member(Judicial)  
Mr. KR Jinan, Member(Judicial)

For the Petitioner :

Ms. Pritha Bose, PCS

Date of Pronouncing the order : 17-11-2017

Per Shri VP Singh, Member(Judicial)

#### ORDER

This is a joint application made before this Tribunal by the petitioner Companies 1 to 3 above named for the approval of the proposed Scheme of Amalgamation between the petitioner companies.

The objective of this Application is to ultimately obtain sanction of the Tribunal to a Scheme of Amalgamation proposed to be made between the Transferee Company, Transferor Companies and their respective shareholders, whereby and where under the entire undertaking of the Transferor Companies will all assets

and liabilities relating thereto as a going concern is proposed to be transferred to and vested in Transferee Company.

The Board of Directors of the Applicant Companies have, at their respective meetings held on the 30<sup>th</sup> day of March, 2017 by resolutions passed unanimously, approved the Draft Scheme of Amalgamation of Mudra Fintr5ade Private Limited and Wintech Tel-com Private Limited, the Transferor companies, with Canberra Traders Private Limited, Transferee Company, whereby and where under the entire undertaking of the Transferor Companies with all the assets and liabilities relating thereto as a going concern is proposed to be transferred to and vested in the Transferee Company. Copies of Board Resolutions are annexed to the petition as Annexure -"E".

A Joint application CA(caa) 279 OF 2017 was made before this Tribunal seeking dispensation from the meetings of the members and of the petitioner companies in view of their written consent provided for he proposed Scheme of Amalgamation.

This Tribunal by its order dated 23-08-2017 has been pleased to dispense with the convening of the meeting of the equity shareholders of all the petitioner companies. The copy of the order datred 23-08-2017 is attached to the petition as Annexure "G".

In compliance of the order of this Tribunal dated 23-08-2017 notice was duly published once in the "AAJKAL" Bengali Newspaper and once in the "The Business St6andard", English Newspaper on 13-09-2017. Copies of the publications form part of the affidavit of service and marked as Annexure "I".

Further, in compliance of the order of this Tribunal dated 23-08-2017 and in terms of Section 230(5) of the Companies Act,



2013, notice in form CAA. 3 along with the Scheme of Amalgamation, Explanatory Statement disclosing necessary details in terms of Companies Act, 2013 was duly served upon the Central Government through Regional Director, Registrar of Companies, West Bengal, Income Tax Authorities within whose jurisdiction the assessment of the petitioner companies are made and the Official Liquidator. Copy of Affidavit of service is attached to the petition as Annexure-I "

In compliance with Section 230(7) of the Act, Statutory Auditor of Transferee Company has certified that the Accounting Treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards under Section 133 of the Act. A copy of the said certificate is attached to the petition as Annexure "J ".

After such due compliance, the petitioners have made the instant petition bearing No. CP(CAA)/577/KB/2017 before this Tribunal, among other things, seeking final sanction to the proposed Scheme of Amalgamation.

Heard the arguments of the Ld. Counsel for the petitioner.

Let notice be served as per requirements of sub-section(5) of section 230 of the Companies Act, 2013 along with all the documents including a 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, West Bengal and the concerned Assessing Officer along with the Chief Commissioner of Income-Tax with PAN numbers of the Applicant Companies, through E-mail and by Speed post, both, as also the Official Liquidator having jurisdiction of the

transferor and the transferee companies 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 speed post within seven days from the date of this order for filing their representation, if any, on the petition within 30 days from the date of notice.

The petitioners are to file an affidavit, along with the copy of the notice within seven days regarding service of the notice.


The petitioners are further directed to send notice through e-mail also and filed copies of the mails along with an affidavit. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days of the date of receipt of the notice with a copy of such representation being sent simultaneously to the petitioners and their Advocates. If no such representation is received by the Tribunal within the said period, it shall be presumed that such authorities have no representation to make on the Scheme of Amalgamation.

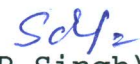
Such notices shall be set under Section 230(5) of the Companies Act, 2013 in Form No. CAA-34 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 with necessary variations incorporating the directions therein.

Let the advertisement of the hearing of this petition be published one in the English daily, "Business Standard" and another in the Bengali daily newspaper, "Aajkal" same as was made earlier in 1<sup>st</sup> motion, stating the PAN numbers of all the Applicant Companies, 10 days before the date fixed for hearing under Form No. NCLT 3A of the National Company Law Tribunal Rules, 2016 with necessary variations.

The petition is fixed for hearing on 04<sup>th</sup> January, 2018.

Certified copy of the order may be issued, if applied for, upon compliance with all the requisite formalities.

  
(KR Jinan)  
Member (Judicial)

  
(VP Singh)  
Member (Judicial)

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