

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

Company petition No. 437 of 2017

Coram:

Hon'ble Shri Vijai Pratap Singh, Member (Judicial)
Hon'ble Shri Jinan K.R., Member (Judicial)

IN THE MATTER OF:

The Companies Act, 2013- Section 230(6) read with Section 232(3)

-And-

IN THE MATTER OF:

Kalpvriksh Capital Advisors Private Limited, a Company incorporated under the provision of the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 7, Lyons Range, 2nd Floor, Room No. 2A, Kolkata- 700 001 in the State of West Bengal.

.....Petitioner No. 1

-And-

Lepid Securities Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 7, Lyons Range, 2nd Floor, Room No. 2A, Kolkata 700 001 in the State of West Bengal.

.....Petitioner No. 2

-And-

Omni Advisory & Finvest Company Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 and being a Company within the

meaning of the Companies Act, 2013 having its registered office at 7, Lyons Range, 2nd Floor, Room No. 2A Kolkata- 700 001 in the State of West Bengal.

.....Petitioner No. 3

And

Ginni Finance Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 7, Lyons Range, 2nd Floor, Room No. 2A, Kolkata- 700 001 in the State of West Bengal.

.....Petitioner No. 4

And

IN THE MATTER OF:

1. Kalpvriksh Capital Advisory Private Limited
2. Lepid Securities Private Limited
3. Omni Advisory & Finvest Company Private Limited
4. Ginni Finance Private Limited

.....PETITIONERS

Counsel on Record for the Petitioner:

1. Mr. D. N. Sharma, Advocate
2. Ms. Rusha Saha, Advocate

ORDER

Per Shri Jinan K.R., Member (Judicial)

This is a Petition filed under Sections 230(6) and 232(3) of the companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 by the Petitioner Nos. 1 to 4, namely (1) Kalpvriksh Capital Advisors Private Limited (In short "KCAPL"), (2) Lepid Securities Private Limited (In short "LSPL") , (3) Omni Advisory & Finvest Company Private Limited

(In short "OAFCL") and (4) Ginni Finance Private Limited ("the Transferee Company") in connection with a proposed Scheme of Amalgamation of the said Petitioners Nos. 1 to 3 (collectively the Transferor Companies) with Applicant No. 4 (The transferee company) .

Ld. Counsel appearing for the petitioner submits that petitioners complied the directions in the order dated 16th June, 2017 passed by this Tribunal in C.A. No. 144 of 2017, and petitioners had duly served notices of separate meetings of the Secured Creditors and Unsecured Creditors of the Transferee Company on Statutory Authorities through speed post, including the Central Government, through the Regional Director, Kolkata; Registrar of Companies , West Bengal, Reserve Bank of India, Official Liquidator, Kolkata and Income Tax Department , having it's jurisdiction over the petitioners. Further, notice of meetings was also published in the "Buisness Standard" in English and in "Aajkaal" in Bengali on 8th July, 2017. An affidavit of compliance was duly filed on 1st August, 2017 by the petitioners in respect of said service and publication. Despite service of notices, as aforesaid in terms of orders dated 16th June, 2017, the petitioners and/or its advocates have not received any objection or representation under Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Pursuant to the above order, separate meetings of the Secured Creditors and the Unsecured Creditors of the Transferee company were duly held on 9th August, 2017 at the registered office of the Transferee company at 7, Lyons Range, Kolkata 700 001 and the Chairperson, Mr Anuj Singh who presided over the said meetings submitted his reports in respect of each of the said meetings and the same were filed with the Registrar of this Tribunal within the stipulated date.

Heard the Ld. Counsel for the petitioners. Upon perusal of the records It is understood that the secured Creditors and the Unsecured Creditors of the

Transferee Company have unanimously approved the resolution favouring the said scheme of the Amalgamation. However, no reports from the Sectoral Regulatory/Authorities seen filed by the petitioners.

Accordingly let the 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 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 Income Tax Department as also the Official Liquidator Reserve Bank of India having jurisdiction over the transferor and 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 7 days from the date of this order for filing their representation , if any, within 30 days from the date of notice. The petitioner is to file affidavit within 7 days regarding service of notice. The petitioner is 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 applicants and/ or 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 notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 in Form No. CAA.3 of the Companies (Compromises, Arrangements & Amalgamation) Rules, 2016 with necessary variations incorporating the directions therein.

Let advertisement of the hearing of the petition be published one in the Business Standard and one in Aajkaal 10 days before the date fixed

for hearing pursuant to Form No. NCLT 3A of the National Company Law Tribunal Rules, 2016, with necessary variations.

The petition is fixed for hearing on 30/10/2017.

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

sd/- 11/9/17

(Vijai Pratap Singh)
Member (Judicial)

sd/- 11/9/17

(Jinan K.R.)
Member (Judicial)

Signed on this, the 11th day of September, 2017.