

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

**Company Petition (CAA) No. 271 of 2017  
Arising out of  
Company Application No: 74 of 2017**

**Before Shri Vijai Pratap Singh, Hon'ble Member (Judicial)**

In the matter of :

An Application Under Sections 230 and 232 of the Companies Act, 2013

And

In the matter of :

**ROTARY & DYNAMIC SEALS PRIVATE LIMITED**, a company incorporated under the Companies Act, 1956; and having its Registered Office at Mouza-Jala Dhulagori, P.S Sankrail, Howrah-711 302 West Bengal, within the aforesaid jurisdiction.

And

In the matter of :

**ROTOMIC HYDRAULICS PRIVATE LIMITED**, a company incorporated under the Companies Act, 1956; and having its Registered Office at Saha Court, 8, Ganesh Chandra Avenue, Flat no.25, Kolkata-700 013, West Bengal, within the aforesaid jurisdiction.

And

In the matter of :

**ROTAFLON ELASTOMERS PRIVATE LIMITED**, a company incorporated under the Companies Act, 1956; and having its registered office at 133A, Shyama Prosad Mukherjee Road, Unit No.2C, 2<sup>nd</sup> floor, Kolkata-700 026, West Bengal, within the aforesaid jurisdiction.

And

In the matter of :

**SOFTEX POLYCOATS PRIVATE LIMITED**, a company incorporated under the Companies Act, 1956; and having its registered office at Saha Court, 8, Ganesh Chandra Avenue, Flat no.25, Kolkata-700 013, West Bengal, within the aforesaid jurisdiction.

And

In the matter of :

**SUPERTUFF PLASTICS PRIVATE LIMITED**, a company incorporated under the Companies Act, 1956; and having its Registered Office at Mouza- Jala Dhulagori, P.S Sankrail, Howrah-711 302 West Bengal, within the aforesaid

In the matter of :

And

**ROTOMIC TEXPARTS PRIVATE LIMITED**, a company incorporated under the Companies Act, 1956; and having its registered office at 133A, Shyama Prosad Mukherjee Road, Unit No.2C, 2<sup>nd</sup> floor, Kolkata-700 026, West Bengal, within the aforesaid jurisdiction.

And

In the matter of :

**GURUSHANTI FINANCE PRIVATE LIMITED**, a company incorporated under

the Companies Act, 1956; and having its registered office at Saha Court, 8, Ganesh Chandra Avenue, Flat no.25, Kolkata-700 013, West Bengal, within the aforesaid jurisdiction.

And

In the matter of :

**ROYAL COMPOSITES PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Howrah Polypark, Near Sankrail Toll Plaza (NH-6) Unit-PPH-4, Village & P.O Kandua, Sankrail West Bengal-711302, West Bengal, within the aforesaid jurisdiction. ....Petitioners

Counsel last attended:

1. Mr. D. N. Sharma, Advocate ]
2. Mr. Nilay Sengupta, Advocate ] for the petitioners

#### ORDER

1. Heard the Learned Counsel for the petitioners and perused the petition for confirmation of the scheme of amalgamation between the transferor companies namely, Rotary & Dynamic Seals Private Limited, Rotamic Hydraulics Private Limited, Rotaflon Elastomers Private Limited, Softex Polycoats Private Limited, Supertuff Plastics Private Limited, Rotamic Texparts Private Limited, Gurushanti Finance Private Limited with the transferee company namely Royal Composites Private Limited



2. The petition has been filed for confirmation of the scheme of amalgamation between the petitioner companies and their respective shareholders.

3. Also seen the order passed by this NCLT on 30<sup>th</sup> March 2017 in C.A. No. 74 of 2017. By and under the said order, convening of meeting of the equity shareholders of Rotary & Dynamic Seals Private Limited, Rotamic Hydraulics Private Limited, Rotaflon Elastomers Private Limited, Softex Polycoats Private Limited, Supertuff Plastics Private Limited, Rotamic Texparts Private Limited, Gurushanti Finance Private Limited and Royal Composites Private Limited were directed to be held on 5<sup>th</sup> May 2017. In terms of the said order, the meeting of the equity shareholders of Rotary & Dynamic Seals Private Limited, Rotamic Hydraulics Private Limited, Rotaflon Elastomers Private Limited, Softex Polycoats Private Limited, Supertuff Plastics Private Limited, Rotamic Texparts Private Limited, Gurushanti Finance Private Limited and Royal Composites Private Limited were duly held.

4. In the petition, the petitioners have annexed the Chairperson's report. As per the said report, the meeting of the equity shareholders of the said Rotary & Dynamic Seals Private Limited, Rotamic Hydraulics Private Limited, Rotaflon Eastomers Private Limited, Softex Polycoats Private Limited, Supertuff Plastics Private Limited, Rotamic Texparts

Private Limited, Gurushanti Finance Private Limited and Royal Composites Private Limited have by requisite majority approved the said scheme.

5. On perusal of the petition it appears that the petitioners have not filed the following documents in support of the petition:

- (a) Confirmation as regards compliance of the requirement of Section 232(2) of the Companies Act, 2013.
- (b) Audited/Provisional Balance Sheet for the financial year 2016-17.
- (c) Certificate from petitioners' Auditors as per the requirement of 2<sup>nd</sup> proviso to Section 232(3) of the Companies Act, 2013.
- (d) Undated Power of Attorney has been filed with the petition.

6. Petitioners are directed to file supplementary affidavit annexing those documents including the Power of Attorney duly corrected within 30 days.

7. Let a notice of this petition for sanction of the scheme of amalgamation be served on the Central Government (through the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata), Income Tax Department, having jurisdiction over the petitioners, the Registrar of Companies, West Bengal and the Official Liquidator, CCL, SEBI and other relevant sectoral regulators, if applicable, by sending the same by hand delivery through special messenger or by registered post or speed post



within 5 days from the date of this order for filing their representation, if any, on the petition within 30 days from the date of notice. In addition to the above, the petitioner is also directed to send notice to the Central Government and Registrar of Companies, West Bengal through e-mail and file affidavit along with the copy of the mail within 7 days from the date of the order. A copy of the petition along with all annexure shall be sent with the notice. The notice shall specify the date fixed for hearing of the petition and shall state 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/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 or to oppose the Scheme of amalgamation. Such notice shall be sent pursuant to Form No. CAA-3 of the Companies (Compromises, Arrangements and Amalgamation), Rules 2016 with necessary variations incorporating the directions therein.

8. Let advertisements of the hearing of the petition be published once in two leading newspapers once in "Times of India", English Daily and once in "Ei Samay" Vernacular Daily in Kolkata 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.

5. The petition is thus admitted and fixed for hearing on  
13/9/17.

There shall no orders as to costs.

Certified copy of the order be issued upon compliance of all  
requisite formalities.

Sd/- 11/8/17

(Vijay Pratap Singh)  
Member (Judicial)

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