

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATACORAM : Shri Vijay Pratap Singh
Hon'ble Member (J)T.P. No.161 of 2017 connected with C.P. No.1073/16In the Matter of :The Companies Act, 1956;
-And-In the Matter of :An application under Sections 391(2) and 394 of the said Act;
-And-In the Matter of :G.S.Tradelink Private Limited, a Company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 19, Synagogue Street, Room No.701, 7th floor, City Centre, Kolkata – 700001, within the aforesaid jurisdiction;
-And-In the Matter of:Victorian Marketing Private Limited, a Company incorporated under The provisions of the Companies Act, 1956, and having its registered office at 19, Synagogue Street, Room No.701, 7th floor, City Centre, Kolkata – 700001, within the aforesaid jurisdiction;
-And-In the Matter of:

1. G S Tradelink Private Limited
2. Victorian Marketing Private Limited

... PetitionersCounsel on Record

1. Mr. Tapas Kumar Das, Assistant Director] For R.D.(ER), MCA
1. Mr. Pallav Samajdar, Advocate] For the Petitioners
2. Mrs. Noelle Banerjee, Advocate]

Date of Pronouncing the order: 31.07.2017

ORDER

This is an application filed by the Applicants namely, M/s. G. S. Tradelink Private Limited and M/s. Victorian Marketing Private Limited (hereinafter referred to as the Petitioners) under Section 391/394 of the Companies Act, 1956 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgamation proposed between M/s. G. S. Tradelink Private Limited and M/s. Victorian Marketing Private Limited and their respective shareholders. A copy of the Scheme has been annexed as Annexure "A" to the application.

The instant application has been filed under section 391(2) and 394 of the Companies Act, 1956 for sanctioning of the Scheme of Amalgamation between the Petitioners and other necessary directions.

The object of this application is to ultimately obtain sanction of this Hon'ble Tribunal to a Scheme of Amalgamation (hereinafter referred to as "Scheme") of the Transferor Company, i.e. Petitioner no.1 with the Transferee Company i.e. the petitioner no.2 whereby and where under the entire undertakings of the Transferor Company as a going concern together with all the assets and liabilities relating thereto is proposed to be transferred to and be vested in the Transferee Company on the terms and conditions and in the manner fully stated therein.

On scrutiny of the petition for sanction of this Tribunal to a Scheme of Amalgamation, it is observed that the petitioners have not filed the following documents.

- 1) Auditor's Certificate as per Section 232(3) of the Companies Act;
- 2) Valuation Report from the Chartered Accountant;

- 3) Reports from Director of merging Companies explaining the effect of Compromise/ arrangement as per section 232(2) read with rule 6 of Companies (Compromise, Arrangements and Amalgamation) Rules, 2016;
- 4) Vakalatnama alongwith authorization from Board of Directors and Petitioner Companies;

The petitioners are directed to file Supplementary Affidavit annexing the above-mentioned documents within 30 days.

The matter be listed on 01/09/2017 for further hearing.

Urgent certified copy of this order, if applied for be issued upon compliance with all requisite formalities.

Sd/-
(Vijai Pratap Singh)
Member (J)

Signed on this, the 31st day of July, 2017