

NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH  
KOLKATA

**CORAM:**

Shri V. P. Singh,  
Member (J)  
&  
Shri Jinan K. R.,  
Member (J)

**C.P(CAA) No. 583/KB/2017**

**In the Matter of:**

An application under Sections 230 to 232 of the  
Companies Act, 2013;

-And-

**In the Matter of:**

Scheme of Amalgamation

AADHAR DEALCOM PRIVATE LIMITED, a Company within  
the meaning of Companies Act, 2013 having its registered  
office at C-19 3<sup>rd</sup> Floor, Meridien Tower, Above Canara  
Bank, Uditnagar, Rourkela, Odisha-769012;

-And-

AADHAR VINIMAY PRIVATE LIMITED, a Company within the  
meaning of Companies Act, 2013, having its registered office  
at C-19 3<sup>rd</sup> Floor, Meridien Tower, Above Canara Bank,  
Uditnagar, Rourkela, Odisha-769012;

-With-

AGRAVANSI PRIVATE LIMITED, a Company within the  
meaning of Companies Act, 2013, having its registered  
office at C-19(304) 3<sup>rd</sup> Floor, Meridien Tower, Above  
Canara Bank, Uditnagar, Rourkela, Odisha-769012;

-And-

1. Aadhar Dealcom Private Limited
2. Aadhar Vinimay Private Limited
3. Agravanshi Private Limited

.....**Petitioners**

**Counsels on Record**

- |                            |   |                     |
|----------------------------|---|---------------------|
| 1. Mr D.N Sharma, Advocate | ] | For the Petitioners |
| 2. Mr T.Khaitan, Advocate  | ] |                     |

Date of pronouncing the order: 14-12-2017

**ORDER**

**Per: Shri V.P Singh, Member (J)**

This Company Petition filed by the Petitioners is coming before us for admission and for fixing a date for hearing for the final disposal of the petition as well as for a direction for publication to be affected and issuance of notices to the concerned authorities for the objections, if any, to the Scheme of Arrangement (hereinafter referred to as "SCHEME") between the Petitioner Companies.

From the records, it is seen that the C. A No 60/2015 was filed before the Hon'ble High Court at Odisha seeking dispensation from the convening of meetings of Equity shareholders and creditors of the petitioner companies in as much as all the shareholders of the petitioner companies have given their consent in writing to the said scheme. The Hon'ble High Court at Orissa, vide Order dated 18<sup>th</sup> May 2017, dispensed with the convening of meetings of Equity shareholders and creditors of the Transferor Companies and the Transferee Company. Copy of the said order is marked and annexed as Annexure-' A10 ' of the Company Petition.

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After that, the petitioners have filed the instant petition before this Bench.

This petition by way of second motion has come up before us for fixing a date of hearing as well as for other consequential directions in terms of provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 16 of the Companies(Compromise, Arrangements and Amalgamation) Rules, 2016 and it is now hereby ordered as follows:-

- a) Petition stands admitted.
- b) The date of hearing of the petition filed by the Petitioners for the approval of the Scheme is fixed on February 14, 2018.
- c) Notice of the hearing shall be advertised in the newspapers namely, Economic Times (English) and Dinalipi (Oriya) not less than ten days before the date above fixed for hearing form no. NCLT 3A of the National Company Law Tribunal rules, 2016 with necessary Variations.
- d) In addition to the above public notice, each of the petitioners shall serve the notice of the Petition on the following Authorities namely, (a) Central Government through Regional Director (Eastern Region), Ministry of Corporate Affairs (b) Registrar of Companies, Odisha (c) the Income Tax Department and (d) The Official Liquidator, High Court, Odisha at least 30 days before the date fixed for hearing of the above Petition.
- e) All the Petitioners shall at least seven days before the date of hearing of the petition file an affidavit of service about paper

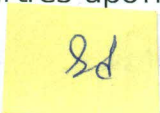


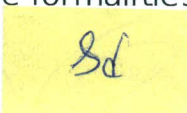
publication effected as well as service of notices on the Authorities specified above.

f) Objections, if any, to the Scheme contemplated by the authorities to whom notice has been given on or before the date of hearing fixed herein may be filed, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.

To come up on February 14, 2018.

Urgent certified copies of this order, if applied for, be supplied to the parties upon compliance of all requisite formalities.

  
(Jinani K. R.)  
Member (J)

  
(V. P. Singh)  
Member (J)

14/12/17

Dated, this the 14<sup>th</sup> day of December, 2017

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