

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA

CORAM : Shri Vijai Pratap Singh,
Hon'ble Member (J)
&
Shri Jinan K.R.
Hon'ble Member(J)

C.P.(CAA) No.278/KB/2017 connected with C.A. No.68 of 2017

In the matter of :

The Companies Act, 2013;

And

In the matter of :

Sections 230 read with Section 232 of the Companies Act, 2013

And

In the matter of:

Gangaur Properties Private Ltd. & Ors.

.... Petitioners

Counsels on Record:

- | | |
|--|----------------------|
| 1. Mr. Satadeep Bhattacharya, Advocate |] For the Petitioner |
| 2. Ms. Iram Hassan, Advocate |] |
1. Mr. T. K. Das, Assistant Director for the RD(ER), MCA .

ORDER

Per Shri Vijai Pratap Singh, Member(J):

Heard the Ld. Counsel on behalf of the petitioners.

The petition is admitted subject to scrutiny by the department.

This Company Petition has been filed by the Petitioners namely, Gangaur Properties Private Limited, Jambodweep Finance Private Ltd., Rajmandir Estates Private Ltd., Devesh Management Services Private Ltd., Juhi Garment Suppliers Private Ltd., Kavita Autopart Sales Private Ltd., Bhupati Trading Private Ltd., Green Valley Tradecom Private Ltd., Sairam Vinimay Private Ltd., Satyam Financial Advisors Private Ltd. and Megasin Vinicom Private Ltd, (herein the "Transferor Companies") with Anumati Consultancy & Services Private Ltd. (herein "Transferee Company").

Pursuant to the order dated 20th March, 2017, meeting of the equity shareholders of the transferor company Nos. 1 to 8 were duly held on 2nd May, 2017 at Room No.A-04, 13th floor, Chatterjee International, 33A, Jawaharlal Nehru Road, Kolkata – 700 071 at 2.00 p.m., meeting of equity shareholders of transferor company Nos.9 to 11 were held on 3rd May, 2017 at Room No.109, 10th floor, 230A, A.J.C. Bose Road, Chitrakoot Building at 2.00 p.m. and meeting of equity shareholders of the transferee company was held on 3rd May, 2017 at 229, A.J.C. Bose Road, Minto park, Kolkata – 700 020 at 3.00 p.m. Mr. Vinod Kumar Kothari, Chairperson who presided over all the said meetings submitted his report in respect of each of the said meetings and the same were filed with the Registry of this Tribunal within the stipulated time.

Meetings of the unsecured creditors were dispensed with by the said order.

It appears from the report that the equity shareholders of the Transferor Companies and Transferee Company have unanimously approved the resolution favouring scheme of amalgamation.

The Regional Director has also filed the report inter alia stating that the proposed scheme of amalgamation is not prejudicial to the interest of members/ shareholders and/or public. The Central Government has, therefore, decided that the instant petition/ scheme need not be opposed.

In view of the above, it is ordered as follows:

i) The date of hearing of the petition filed by the petitioners for approval of the scheme is fixed on 1/11/17.

ii) Notice of hearing shall be advertised once in the English daily "The Business Standard" and once in the Bengali daily "Partidin" at least 10 days before the date fixed for the hearing pursuant to Form No. NCLT3A of the National Company Law Tribunal Rules, 2016 with necessary variations.

iii) 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 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 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, on the petition 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 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 the Scheme of Amalgamation.

iv) Such notices shall be sent pursuant to Section 230(5) of the Companies Act, 2013 in Form no.CAA-3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 with necessary variations incorporating the directions therein.

v) There shall be no order as to costs.

vi) The petitioners are directed to file Affidavit of Service, List of dates and Synopsys.

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

Sd/-
(Jinan K.R.)
Member (J)

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

Signed on this, the 11th September, 2017