

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

CORAM

Shri V. P. Singh
Hon'ble Member (J)

Shri S. Vijayaraghavan
Hon'ble Member (T)

Company Petition No. 89 of 2017

In the matter of Section 230, 232 of the Companies Act, 2013.

And

In the matter of:

Mody Industries (Foreign Collaboration) Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having its registered office at Trinity Plaza, 3rd Floor, 84/1A, Topsia Road (South), Kolkata 700 046.

And

WPIL Limited, a company incorporated under the provisions of the Companies Act, 1913, having its registered office at Trinity Plaza, 3rd Floor, 84/1A, Topsia Road (South), Kolkata 700 046

1. Mody Industries (Foreign Collaboration) Private Limited
2. WPIL Limited Petitioners

Date of pronouncing the Order 9-3-2017

Counsels on Record:

1. Mr. D.N.Sharma, Advocate
2. Mr. T. Khaitan, Advocate

] For Petitioners

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ORDER

Per Sri Vijai Pratap Singh, Member(J)

1. Heard the Ld Counsels for the petitioners and perused the petition for confirmation of the Scheme of Amalgamation between the transferor company, Mody Industries (Foreign Collaboration) Private Limited and transferee company, WPIL Ltd.
2. The petition has been filed for confirmation of the Scheme of Arrangement and Amalgamation between the petitioner companies and their respective shareholders.
3. Also seen the order passed by the Hon'ble Calcutta High Court on 28.11.2016 in CA No.838 of 2016. By and under the said order, convening of meeting of Equity Shareholders of Mody Industries (Foreign Collaboration) Private Limited was dispensed with in view of written consents given by all the shareholders of Mody Industries (Foreign Collaboration) Private Limited. Further, a meeting of the equity shareholders of WPIL Limited was directed to be held on 16th January, 2017. In terms of the said order, the meeting of the equity shareholders of WPIL Limited was duly held.
4. In the petition, the petitioners have annexed the Chairperson's Report. As per the said Report, the meeting of equity shareholders of WPIL Limited have, by requisite majority approved the said Scheme.

5. The petition is thus admitted and fixed for hearing on 20.04.2017.
6. 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, CCI, 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 mail within 7 days from the date of the order. A copy of the petition along with all annexures 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 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.

7. Let advertisements of the hearing of the petition be published once in two leading newspapers once in Business Standard and once in vernacular language 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.

There shall be no orders as to costs.

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

(S. Vijayaraghavan)
Member (T)

(Vijai Pratap Singh)
Member (J)

Signed on this, the 9th day of March 2017.