

273

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH  
KOLKATA

CORAM

Shri Vijai Pratap Singh  
Hon'ble Member (J)

Shri S. Vijayaraghavan  
Hon'ble Member (T)

T.P. No.78/2017

In 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:

Samrat Industrial Resources Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Century Towers, 4<sup>th</sup> floor, 45, Shakespeare Sarani, Kolkata – 700 017 within the aforesaid jurisdiction;

And

In the matter of:

Eskay Udyog Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Century Towers, 4<sup>th</sup> floor, 45, Shakespeare Sarani, Kolkata – 700 017 within the aforesaid jurisdiction;

And

In the matter of:

Rydak Enterprises & Investment Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and

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having its registered office at Century Towers, 4<sup>th</sup> floor, 45, Shakespeare Sarani, Kolkata – 700 017 within the aforesaid jurisdiction;

1. Samrat Industrial Resources Limited
2. Eskay Udyog Limited
3. Rydak Enterprises & Investment Limited

... Petitioners

**Counsels on Record:**

- |                             |                       |
|-----------------------------|-----------------------|
| 1. Mr. Sanjay Yadav         | ] For R.D.(E.R.)      |
| 1. Mr. T. Khaitan, Advocate | ] For the Petitioners |
| 2. Mr.D.N.Sharma, Advocate  | ]                     |

Date of Pronouncing the order : 27.2.17

**ORDER**

**Per Shri Vijay Pratap Singh, Member (J)**

Heard the Learned Counsel for the Petitioners and the Representative appearing on behalf of the R.D.(E.R.).

2. Perused the petition for confirmation of the Scheme of Arrangement and Amalgamation between the petitioner companies and their respective shareholders under Rule CAA5 of the Companies (Compromises, Arrangements & Amalgamation) Rules, 2016.

3. Also seen the order passed by the Hon'ble Calcutta High Court on 28.11.2016 in CA 829 of 2016. For ready reference, same is reproduced below:

*" In this application under sections 391(1) of the Companies Act, 195,. Judge's summons has been taken out praying for dispensing with the meetings of the shareholders of the applicants. Such prayer is allowed in view of the written consent given by all the shareholders of the applicants, which is annexed in original to the affidavit in support of the Judge's Summons.*

*Let the Judge's Summons be signed as of date.*

*The applicants are directed to file the confirmation petition within six hereof.*

*C.A. No.829 of 2016 is accordingly disposed of.*

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

4. In terms of the aforesaid order, present petition has been filed.
5. The petition is admitted and fixed for hearing on 05.04.2017.
6. Let notice of this petition for sanction of the Scheme of Arrangement 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, Registrar of Companies, West Bengal and Official Liquidator 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 these, notices shall also be served through E-mail to the Regional Director and ROC and copy of mail should be annexed with affidavit within 05 days of this order. 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 Arrangements and Amalgamations. Such notice shall be sent pursuant to Form No.CAA.3 of the Companies (Compromises, Arrangements & Amalgamation) Rules, 2016 with necessary variations incorporating the directions therein.



7. Let advertisement of the hearing of the petition be published once in two leading newspapers one in English and one in Bengali 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.



S. Vijayaraghavan)  
Member (T)



(Vijai Pratap Singh)  
Member(J)

Signed on this 27<sup>th</sup> the day of January, 2017.