(2022) 12 NCLT CK 0016

In the National Company Law Tribunal

Case No : Company Application (CAA) No. 127/ KB /2022

Amritdhara Suppliers Private Limited Vs

Date of Decision : 14-12-2022

Acts Referred:

Companies Act, 2013 — Section 230, 230(1), 230(5), 232, 232(1)
Companies (Compromises, Arrangements and Amalgamations) Rules 2016 — Rule 8(2)

Citation : (2022) 12 NCLT CK 0016

Hon'ble Judges : P. Mohan Raj, Member (J);Balraj Joshi, Member (T)

Bench : Division Bench

Advocate : Sailendra Kumar Tiwari, Ankita Dalmia

Final Decision : Disposed Of

Judgement

P. Mohan Raj, Member (Judicial)

1. This Court is convened through hybrid mode.

2. The instant application has been filed in the first stage of the proceedings under Sub-section 1 of the Section 230 read with Sub-section 1 of the Section 232 of the Companies Act, 2013 (hereinafter referred as "Act") for orders and directions with regard to meetings of shareholders and creditors in connection with the Scheme of Amalgamation of Amritdhara Suppliers Private Limited, being the Applicant No.1 above named (hereinafter referred as "Transferor Company" or "Applicant No. 1"), Laxmiputra Vinimay Private Limited, being the Applicant No.2 above named ("Transferor Company" or

"Applicant No. 2") with Dharnidhar Trading Private Limited, being the Applicant No. 3 above named ("Transferee Company" or "Applicant No. 3") and whereby and where under the Transferor Companies are proposed to be

amalgamated with the Transferee Company from the Appointed Date, viz. 1st day of April, 2021 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (hereinafter referred as "Scheme").

3. It is submitted by Ld. Counsel appearing for the Applicants that the shares of

none of the Applicant Companies are listed in any of the stock exchanges. Further, the Applicants have the following classes of shareholders and creditors: -

a) Applicant No.1:

Number of Equity Shareholders- 07 (Seven) as on 01st June, 2022; (Ref: Pg No.156-174 of the Company Application) Number of Preference Shareholders- NIL as on 01st June,

2022.

Number of Secured Creditor- NIL as on 01st June, 2022.

Number of Unsecured Creditor- NIL as on 01st June, 2022.

b) Applicant No.2:

Number of Equity Shareholders- 07 (Seven) as on 01st June, 2022; (Ref: Pg No.178-196 of the Company Application) Number of Preference Shareholders- NIL as on 01st June, 2022.

Number of Secured Creditor- NIL as on 01st June, 2022.

Number of Unsecured Creditor- NIL as on 01st June, 2022.

c) Applicant No.3:

Number of Equity Shareholders- 04 (Four) as on 01st June, 2022; (Ref: Pg No.199-208 of the Company Application) Number of Preference Shareholders- NIL as on 01st June, 2022.

Number of Secured Creditor- NIL as on 01st June, 2022.

Number of Unsecured Creditor- 02 (Two) as on 01st June, 2022; (Ref: Pg No.218-223 of the Company Application)

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4. It is further submitted that all the Equity Shareholders of all the Applicant Companies and the Unsecured Creditors of Applicant Company No. 3 have already given their consent to the Scheme by way of affidavits which are annexed to the application. There being NIL Secured Creditors in all the Applicant Companies, such affidavits are not required.

5. Directions are sought accordingly for dispensing with meetings of the classes of shareholders and creditors who have already given their consent to the Scheme.

6. Upon perusing the records and documents in the instant proceedings and considering the submission made on behalf of the Applicant(s), we allow the instant application and make following orders: -

a) Meeting dispensed:

Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of all the Applicant Companies are dispensed with under Sub-section 1 of the Section 230 read with Sub-section 1 of the Section 232 of the Act.

b) Meeting to be held:

No meeting is required to be held.

7. Notice under Sub-section 5 of the Section 230 of the Companies Act, 2013 along with all accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013 shall also be served on the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, Registrar of Companies, West Bengal with whom the Applicants are registered, Official Liquidator, Kolkata, Income Tax Department having jurisdiction over the Applicants and the Reserve Bank of India by sending the same by hand delivery through special messenger or by post & e-mail within two weeks from the date of receiving this order. The notice shall specify the next date of hearing and also that representation, if any, should be filed before this Tribunal within 30 days from the date of receipt of the notice with a copy of such representation being simultaneously sent to the Authorized Representative of the said Applicant(s). If no such representation is received by the Tribunal within such period, it shall be presumed that such authorities have no representation to make on the said Scheme of Amalgamation. Such notice shall be sent pursuant to Sub-section 5 of the Section 230 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA 3 of the said Rules with necessary variations, incorporating the directions herein.

8. The application being Company Application (CAA) No. 127/KB/2022 is disposed off accordingly.