
(2022) 02 NCLT CK 0075

In the National Company Law Tribunal

Case No : C.A (CAA) No.203/ KB / 2021

Anuneet Commodeal Private Limited Vs

Date of Decision : 23-02-2022

Acts Referred:

Companies Act, 2013 — Section 230(1), 230(5), 232(1)

Companies (Compromises, Arrangements and Amalgamations) Rules 2016 — Rule 8(2)

Citation : (2022) 02 NCLT CK 0075

Hon'ble Judges : Rajasekhar V.K., Member J; Balraj Joshi, Member, T

Bench : Division Bench

Advocate : Shashi Agarwal,

Final Decision : Disposed Of

Judgement

Balraj Joshi, Member (Technical)

1. The court is convened VIA video conference.

2. The instant application has been filed in the first stage of the proceedings under Section 230(1) read with Section 232(1) of the Companies Act, 2013 ('Act') for orders and directions with regard to dispensation of meetings of shareholders and creditors in connection with the Scheme of Amalgamation of Anuneet Commodeal Private Limited ('Transferor Company No. 1' or 'Applicant No. 1' or "ACPL"), Arunesh Vinimay Private Limited ('Transferor Company No. 2' or 'Applicant No. 2' or 'AVPL'), Everest Infonet Private Limited ('Transferor Company No. 3' or 'EIPL'), Kavish Marketing Private Limited ('Transferor Company No. 4' or 'KMPL') and Sthir Lakshmi Merchants Private Limited ('Transferor Company No. 5' or 'Applicant No. 3' or 'SMPL') with Shree Vihar Housing & Developers Private Limited ('Transferee Company' or 'Applicant No.4' or 'SVHDPL') whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date VIZ. 01 April, 2021 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ('Scheme').

3. It is submitted by Ld. Authorised Representative appearing for the Applicants

that the shares of the Applicant No.1, Applicant No.2, Applicant No. 3 and Applicant No. 4 are not listed in any stock exchanges. Further, the Applicants have the following classes of shareholders and creditors:

Sl.

No.

Name of Applicant Companies

Equity Shareholders

(Nos)

Preference Shareholders

(Nos)

Secured Creditors

(Nos)

Unsecured Creditors

(Nos)

1.

Anuneet Commodeal

Private Limited

2

Nil

Nil

1

2.

AruneshVinimay

Private Limited

2

Nil

Nil

Nil

3.

Sthir Lakshmi

Merchants Pvt. Ltd.

7

Nil

Nil

1

4.

Shree Vihar Housing & Developers Private
Limited

8

Nil

1

1

4. The registered offices of the Transferor Company nos. 3 and 4 are situated in the state of Assam within the territorial jurisdiction of the Learned national Company Law Tribunal, Guwahati Bench. Transferor Company nos. 3 and 4 have filed an application before the Learned Tribunal, Guwahati Bench

5. It is further submitted that all Equity Shareholders of the Applicant No.1, Applicant No. 2, Applicant No.3 and Applicant No.4 have already given their consent to the Scheme by way of affidavits which are annexed to the application.

6. It is further submitted that there are no secured creditors in the Applicant Company No. 1, Applicant Company No. 2 and Applicant Company No. 3. Furthermore, the secured creditor of Applicant Company No. 4, in value 100% has given its consent to the Scheme by way of affidavits which is annexed to the application.

7. It is further submitted that there are no unsecured creditors in the Applicant Company No. 2, the unsecured creditor in the Applicant Company No. 4 was paid off and the unsecured creditors of Applicant Company No. 1, in value 100% and Applicant Company No. 3, in value 100% have given their consent to the Scheme by way of affidavits which are annexed to the application.

8. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicants, we allow the instant application and make the following orders: -

Meetings dispensed: Meetings of the Equity Shareholders of all the applicant companies, Unsecured Creditors of Applicant Company No. 1, Applicant Company No. 3 and Applicant Company No. 4 and Secured Creditor of Applicant Company No. 4 are dispensed with under Section 230(1) read with Section 232(1) of the

Act.

9. Notice under Section 230(5) 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 following:

- (i) Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata;
- (ii) Registrar of Companies, West Bengal;
- (iii) Official Liquidator, High Court of Calcutta;
- (iv) Reserve Bank of India, Kolkata; and
- (v) Income Tax Department having jurisdiction over the Applicants

by sending the same by hand delivery through special messenger or by post or by email within two weeks from the date of receiving this order. The notice shall specify 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 Authorised Representative of the said Applicants. 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 Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA3 of the said Rules with necessary variations, incorporating the directions herein.

10. The Applicants to file an affidavit proving service of notices to all statutory/ sectoral authorities and compliance of all directions contained herein within two weeks after such services.

11. The application being Company Application (CAA) No.203/KB/2021 is disposed of accordingly.

12. Certified copy of this order may be issued, if applied for, upon compliance of all requisite formalities.

13. File be consigned to the record