

(2022) 12 NCLT CK 0010

In the National Company Law Tribunal

Case No : Company Application (CAA) No. 153/ KB /2022

Aryavrat Plot Managers Private Limited Vs

Date of Decision : 06-12-2022

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 0010

Hon'ble Judges : Rohit Kapoor, Member (J); Balraj Joshi, Member (T)

Bench : Division Bench

Advocate : Sailendra Kumar Tiwari, Ankita Dalmia

Final Decision : Disposed Of

Judgement

Rohit Kapoor, 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 Section 230(1) read with Section 232(1) 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 Aryavrat Niwas Consultants Private Limited, being the Applicant No. 1 above named ("Transferor Company No. 1"/ "Applicant No. 1"), Tanzil Buildcon Private Limited, being the Applicant No. 2 above named ("Transferor Company No. 2"/ "Applicant No. 2"), Aahna Properties Private Limited, being the Applicant No. 3 above named ("Transferor Company No. 3"/ "Applicant No. 3"), Aahna Housing Private Limited, being the Applicant No.4 above named ("Transferor Company No. 4"/ "Applicant No. 4"), Anirdesh Complex Private Limited, being the Applicant No.5 above named ("Transferor Company No. 5"/ "Applicant No. 5"), Anirdesh Vanijya Private Limited, being the Applicant No. 6 above named ("Transferor Company No. 6"/ "Applicant No. 6"), Anirdesh Vintrade Private Limited, being the Applicant No. 7 above named ("Transferor Company No. 7"/ "Applicant No. 7"), Krishna Sudama Marketing Private Limited, being the Applicant No. 8 above named ("Transferor Company No. 8"/ "Applicant No. 8"), Swapno Marketing

Private Limited, being the Applicant No. 9 above named ("Transferor Company No. 9"/ "Applicant No. 9") with Aryavrat Plot Managers Private Limited, being the Applicant No. 10 above named ("Transferee Company"/ "Applicant No. 10") 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:

PARTICULARS

AS ON 1ST JUNE, 2022

NO. OF EQUITY SHAREHOL

DERS

NO. OF PREFERENCE SHAREHOLDERS

NO. OF CREDITORS (UNSECURED)

NO. OF CREDITORS (SECURED)

Transferor Company

No. 1/ Applicant No. 1

02

NIL

NIL

NIL

Consent Page No.

522-529

(Volume 3)

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Transferor Company

No. 2/ Applicant No. 2

07

NIL

NIL

NIL

Consent Page No.

532-552

(Volume 3)

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Transferor Company

No. 3/ Applicant No. 3

07

NIL

NIL

NIL

Consent Page No.

554-574 (Volume

4)

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Transferor Company

No. 4/ Applicant No. 4

07

NIL

NIL

NIL

Consent Page No.

576-596

(Volume 4)

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Transferor Company

No. 5/ Applicant No. 5

07

NIL

NIL

NIL

Consent Page No.

598-618

(Volume 4)

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Transferor Company

No. 6/ Applicant No. 6

07

NIL

NIL

NIL

Consent Page No.

621-640

(Volume 4)

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Transferor Company

No. 7/ Applicant No. 7

07

NIL

NIL

NIL

Consent Page No.

643-663

(Volume 4)

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Transferor Company

No. 8/ Applicant No. 8

03

NIL

NIL

NIL

Consent Page No.

666-677

(Volume 4)

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Transferor Company

No. 9/ Applicant No. 9

03

NIL

NIL

NIL

Consent Page No.

680-691

(Volume 4)

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Transferee Company/

Applicant No. 10

02

NIL

NIL

NIL

Consent Page No.

694-701

(Volume 5)

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4. It is further submitted that all the Equity Shareholders of all the Applicant Companies have already given their consent to the Scheme by way of affidavits which are annexed to the application. There being NIL Secured and Unsecured 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 Applicants, 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 Section 230(1) read with Section 232(1) of the Act.

b) Meeting to be held:

No meeting is required to be held.

7. 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:

- a) The Regional Director, Eastern Region, MCA, Kolkata;
- b) The Registrar of Companies, West Bengal with whom the Applicants are registered;
- c) The Official Liquidator, the High Court at Calcutta, Kolkata;
- d) The Income Tax Department having jurisdiction over the Applicants;

by sending the same by hand delivery through special messenger, by post and by E-mail 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 Authorized 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. CAA 3 of the said Rules with necessary variations, incorporating the directions herein.

8. The application being Company Application (CAA) No. 153/KB/2022 is disposed of accordingly.