

DIVISION BENCH

ITEM NO.6

**NATIONAL COMPANY LAW TRIBUNAL
ALLAHABAD BENCH
PRAYAGRAJ**

CP (CAA) No.06/ALD/2024 IN CA (CAA) No.11/ALD/2023
(Second Motion)

Order dated: 2nd May, 2024

Under Section 230-232 of the Companies Act, 2013

In the matter of Scheme of Amalgamation:

RANILIA PROPERTIES PRIVATE LIMITED

Having its Registered Office at:

301, City Centre, The Mall, Kanpur- 208004 (U.P.),

PAN: AAACR5524K

CIN: U74899UP1987PTC040268

.....Transferor Company/ Petitioner

WITH

BAKERS AGRI FOODS PRIVATE LIMITED

Having its Registered Office at:

301, City Centre, Kanpur- 208004 (U.P.),

PAN: AAACR69I6M

CIN: U15400UP1989PTC011106

.....Transferee Company/ Petitioner

Coram:

HON'BLE MR. PRAVEEN GUPTA, MEMBER (JUDICIAL)

HON'BLE MR. ASHISH VERMA, MEMBER (TECHNICAL)

Present:

Sh. Adesh Tandon, PCS

: For the Petitioner Companies

Sh. Krishna Dev Vyas, Adv.

: For the ROC, Kanpur

Sh. Ajit Kumar Singh, AOL

: For the RD (NR)/ O.L. Alld.

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ORDER

1. This is a joint Second Motion company petition filed by the Petitioner Companies namely, **RANILIA PROPERTIES PRIVATE LIMITED** (Transferor Company/ Petitioner) with **BAKERS AGRI FOODS PRIVATE LIMITED** (Transferee Company/ Petitioner) in terms of Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (for Brevity “Rules).
2. The petitioner companies have prayed for sanctioning of the Scheme of Amalgamation in the petition and notices to be issued to the authorities concerned in relation to the date of hearing of the petition and calling for objections.
3. The First Motion application was filed seeking directions for dispensing with the requirement of convening the meetings of the Equity Shareholders of both the Transferor and Transferee Company and for dispensing with the requirement of convening the meetings of the Secured and Unsecured Creditors of Transferee Company. Further, since there being no Secured and Unsecured Creditors of Transferor Company, as such, no prayer for convening/dispensing the meeting of the Secured Creditors of the Transferor Company was sought *vide* CA (CAA) No.11/ALD/2023 and based on such application moved under Sections 230-232 of the Companies Act, 2013, (for brevity, the ‘Act’), necessary directions were issued on 2nd April, 2024. In the said order, the requirement of holding and conducting the separate meetings of the Equity Shareholders of the Petitioner/ Transferor and Transferee Company was directed to be dispensed with, additionally the requirement of holding the meeting of Secured and Unsecured Creditors of Transferee Company was also directed to be dispensed with. Further, since there are no Secured and

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Unsecured Creditors in the Transferor Company, the requirement of convening/ dispensing the meetings of Secured Creditors does not arise.

4. The main objects, date of incorporation, authorized and paid-up share capital, and the rationale of the Scheme have been discussed in detail in the order dated 02.04.2024.
5. Notices are accordingly issued in the present petition to be served by the Petitioner Companies through speed post and emails within two weeks to the following Authorities along with a copy of this petition in soft copy as well as hard copy :-
 - (i) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs, New Delhi;
 - (ii) Registrar of Companies, Uttar Pradesh, Kanpur;
 - (iii) Official Liquidator, Allahabad; and
 - (iv) Jurisdictional Income Tax Authority by mentioning the PAN of the Company along with the copy of this petition in soft copy as well as hard copy.
6. Additionally, notice be issued to the Income Tax Department through the Principal Chief Commissioner of Income Tax, Lucknow mentioning the Assessing Officer with whom the petitioner companies are getting assessed as informed by the Ld. Counsel for the petitioner as per the PAN of the petitioner companies.
7. Ld. Counsel, Sh. Krishna Dev Vyas is present on behalf of ROC, Kanpur and Ld. Assistant Official Liquidator, Sh. Ajit Kumar Singh on behalf of Regional Director (Northern Region)/ Official Liquidator, Allahabad, who accept notice, and therefore waive service. Let the copy of the petition be supplied to the Ld. Counsels within a period of three days.

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8. In addition to the above public notices, the notice of hearing will also be advertised in “Financial Express” in English and “Jansatta” in Hindi language, having wide circulation in Kanpur Edition by not less than 10 days before the next date fixed for hearing.
9. The petitioner companies shall at least 7 days before the date of hearing of the petition, file an affidavit of service regarding newspaper publication, with newspaper clippings, as well as service of notices on the authorities specified above. Objections, if any, to the ‘Scheme’ contemplated by the authorities to whom notice has been given, may be filed within 30 days of receipt of notice failing which, it will be considered that there is no objection to the approval of the ‘Scheme’ on the part of the authorities and this Tribunal will proceed in the matter, subject to other conditions being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder. The petitioner companies shall also file an affidavit stating the objections received from public pursuant to publication of notice of hearing in the newspapers.
10. The next date of hearing of the petition shall be on 13th June, 2024 for further consideration of the approval of the scheme as contemplated between the petitioner companies.
11. The registry shall also report before the date fixed for next hearing, as to whether any objections have been received to the proposed ‘Scheme’.

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(Ashish Verma)
Member (Technical)

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(Praveen Gupta)
Member (Judicial)

2nd May, 2024

Kavya Prakash Srivastava
(Stenographer)