

NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH  
KOLKATA

C.P.(CAA)/59(KB)2024  
IN  
C.A.(CAA)/1(KB)2024

CORAM: 1. HON'BLE MEMBER(J), SMT. BIDISHA BANERJEE  
2. HON'BLE MEMBER(T), SHRI BALRAJ JOSHI

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING ON 10<sup>TH</sup> MAY 2024

IN THE MATTER OF	<b>GOLDENGATE VINCOM PRIVATE LIMITED</b>
UNDER SECTION	<b>SEC. 230-232 - SECOND MOTION</b>

**Appearances via video conference/physically**

Ms. Rupa Gupta, CS. ] For the Petitioner

**ORDER**

1. Ld. Authorized Representative for the petitioner present.
2. The instant Company Petition has been filed under Section 230(6) read with Section 232(3) of the Companies Act, 2013 ("Act") for sanction of the Scheme of Amalgamation of the following Transferor Companies:

<b>Sl. No.</b>	<b>Name of the Company</b>
1	Goldengate Vincom Private Limited
2	Shambhu Dealcom Private Limited
3	Lily Vintrade Private Limited

with **Lopax Marketing Private Limited** being the Petitioner No. 4 above named ("**Transferee Company**") and whereby and where under the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, viz 1st April, 2023 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ("**Scheme**").

1. By an order dated 13th March, 2024 in Company Application C.A. (CAA) No 1/KB/2024, this Tribunal made the following directions with regard to meetings of shareholders and creditors under Section 230(1) read with Section 232(1) of the Act:-

a) Meetings of the Equity Shareholders of all the Petitioner Companies are

dispensed for considering the Scheme in view of all such shareholders who gave consent to the Scheme by way of affidavits under Section 230(1) read with Section 232(1) of the Act.

- b) Meetings of Unsecured Creditors of Applicant Company No 1 are dispensed with in view of all such creditors who gave consent to the Scheme by way of affidavits under Section 230(1) read with Section 232(1) of the Act.
- c) In view of the fact that there are NIL secured and unsecured creditors in the Transferor Company No 2 and 3 and Transferee Company the question of meeting of creditors does not arise
- d) It was directed to serve notice under Section 230(5) of the Act on the Statutory/ Sectoral Authorities and to file an affidavit proving service of notice.

2. The Ld. Authorised Representative appearing for the Petitioners submits that all the shareholders and creditors have approved the Scheme of Amalgamation and the Petitioners now seeks admission of the instant petition presented by them for sanction of the Scheme.
3. The Ld. Authorised Representative for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the order dated 13th March, 2024 made in Company Application (CAA) No. 1/KB/2024, a notice along with all accompanying documents has already been served on the Statutory/ Sectoral Authorities, as directed by the said order as below:

<b>Name of the Statutory Authority</b>	<b>Date of Service</b>
<b>Through Hand Delivery/Email</b>	
Registrar of Companies, Kolkata	15.03.2024
Registrar of Companies, Jharkhand	18.03.2024
Regional Director, Eastern Region, Kolkata	15.03.2024
Reserve Bank of India, Kolkata	18.03.2024
Official Liquidator, Kolkata	18.03.2024
Income Tax Officer having jurisdiction Ward 1(1), Jamshedpur	18.03.2024
Income Tax Officer having jurisdiction Ward 11(1)	18.03.2024

Income Tax Officer having jurisdiction Ward 11(1)	18.03.2024
Income Tax Officer having jurisdiction Ward 6(2)	18.03.2024
The Principal Chief Commissioner of Income Tax, Kolkata	18.03.2024

An affidavit proving service of notice as aforesaid, has been filed by the Petitioners which is annexed to the Company Petition being – **Annexure – Rin Volume III from Page No.380 to 396.**

4. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Petitioners, we admit the instant petition and fix the next date of hearing on **02.07.2024.**
5. At least 10 (ten) clear days before the said date fixed for hearing, the Petitioners shall cause notice of hearing to be advertised in the newspapers “**Financial Express**” in English and “**Aajkaal**” in Bengali as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“CAA Rules”).
6. Another notice pursuant to Section 230(5) of the Companies Act, 2013 along with the accompanying documents, including the copies of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013, as sent earlier, shall be served again on the aforesaid Statutory Authorities by sending the same to them by hand delivery through special messenger and by post and by email within one week from the date of receiving this order. The notice shall specify the next date of hearing of the petition, as aforesaid, and state that representation, if any, and if not already filed, should be filed before this Tribunal not later than 7 (seven) days before the next date of hearing of the petition and a copy of such representation should be simultaneously sent to the Ld. Authorised Representative of the said Petitioners. 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. Such notice shall be sent in Form No. CAA3 of the CAA Rules with necessary variations, incorporating the directions herein.
7. The Petitioners to file an affidavit confirming compliance of the above-mentioned directions of this Tribunal, 3 (Three) days before the next date of hearing.

8. The Petitioner Companies may also file their rejoinder affidavit(s) dealing with the objections/ observations, if any, of the Authorities, 2 (Two) days before the next date of hearing.

**Balraj Joshi**  
**Member (Technical)**

**Bidisha Banerjee**  
**Member (Judicial)**