

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH (COURT NO. I)
KOLKATA**

Company Application (CAA) No. 123/KB/2024

Application under section 230 read with section 232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions of law.

In the matter of:

Scheme of Amalgamation (First Motion)

-And-

AZTEC CONGLOMERATE PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51109WB2005PTC105072) and having its Registered Office at 7/1B, GRANT LANE, 3RD FLOOR, ROOM NO - 28, KOLKATA – 700012.

******* Transferor Company No 1 / Applicant No 1**

-And-

GANESHVANI INVESTMENT ADVISORS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U93000WB2011PTC156515) and having its registered office at 7/1B, GRANT LANE, KOLKATA – 700012 in the State of West Bengal.

******* Transferor Company No 2 / Applicant No 2**

-And-

MOONDHARA FINANCIAL CONSULTANTS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN:U93000WB2011PTC158353) and having its Registered Office at 7/1B, GRANT LANE, 3RD FLOOR, ROOM NO - 28, KOLKATA – 700012 in the State of West Bengal.

******* Transferor Company No 3 / Applicant No 3**

-And-

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SIMON TIE UP PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51109WB2005PTC105071) and having its Registered Office at 7/1B, GRANT LANE, 3RD FLOOR, ROOM NO - 28, KOLKATA – 700012 in the State of West Bengal.

******* Transferor Company No 4 / Applicant No 4
-And-**

ANUGRAH VYAPAAR PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51109WB2005PTC102036) and having its Registered Office at 7/1B, GRANT LANE, 3RD FLOOR, ROOM NO - 28, KOLKATA - 700012, in the State of West Bengal.

******* Transferee Company / Applicant No 5**

In the Matter of:

1. AZTEC CONGLOMERATE PRIVATE LIMITED
2. GANESHVANI INVESTMENT ADVISORS PRIVATE LIMITED
3. MOONDHARA FINANCIAL CONSULTANTS PRIVATE LIMITED
4. SIMON TIE UP PRIVATE LIMITED
5. **ANUGRAH VYAPAAR PRIVATE LIMITED**

..... APPLICANTS.

Date of pronouncing the order: 04.07.2024

CORAM:

Smt. Bidisha Banerjee : **Member (Judicial)**
Shri Balraj Joshi : **Member (Technical)**

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Appearances (via Video Conferencing/Physical)

Ms. Manju Bhuteria, Adv.

] For the Applicants

ORDER

Per: Balraj Joshi, Member (Technical)

1. The Court 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 (“Act”) for orders and directions with regard to meetings of shareholders and creditors in connection with the Scheme of Amalgamation for amalgamation of

Aztec Conglomerate Private Limited	Transferor Company No 1 / Applicant No.1
Ganeshvani Investment Advisors Private Limited	Transferor Company No 2 / Applicant No.2
Moondhara Financial Consultants Private Limited	Transferor Company No 3 / Applicant No.3
Simon Tie Up Private Limited	Transferor Company No 4 / Applicant No.4

With **Anugrah Vyapaar Private Limited** being the **Transferee Company / Applicant No 5**, from the **Appointed Date 01st April, 2023**. A copy of the said Scheme of Amalgamation (“Scheme”) is annexed to the Company Application marked – **Annexure – K** in **VOL II** at **Page No 230 to 257**.

3. It is submitted by Ld. Counsel appearing for the Applicant(s) that as per the Scheme the **Appointed Date 01st April, 2023**.
4. It is submitted by Ld. Counsel appearing for the Applicant(s) that **none** of the Applicant Companies involved in the Scheme are NBFC Companies.
5. It is submitted by Ld. counsel appearing for the Applicant(s) that the Board of Directors of the Applicant Companies have at their respective meeting held on **26th February, 2024**

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have passed resolution adopting the proposed Scheme of Amalgamation. A copy of the Resolution passed by the Board of Directors of the Applicant Companies are all collectively annexed to the Company Application marked – **Annexure – L** in **VOL II** at **Page No 258 to 262**.

6. It is submitted by Ld. Counsel appearing for the Applicant(s) that the Valuation Report dated 06th February, 2024 recommending the Swap Ratio has been prepared by CA Mukesh Banka, IBBI Registered Valuer. A copy of the said Report is annexed to the Company Application marked – **Annexure – M** **VOL II** at **Page No 263 to 282**.
7. It is submitted by Ld. counsel appearing for the Applicant(s) that the statutory auditors of the Applicant Companies have all by their certificate dated 16.03.2024 confirmed that the Accounting Treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 and Rules made there under. A copy of the said Certificate issued by Statutory Auditor of the Applicant Companies are all collectively annexed to the Company Application marked – **Annexure – X** in **VOL III** at **Page No 372 to 386**.
8. It is submitted by Ld. counsel appearing for the Applicant(s) that, the Applicant(s) have the following classes of shareholders and creditors:-

PARTICULARS	EQUITY SHARE HOLDERS RS 29-02-2024	PREFEREN CE SHARE HOLDERS	SECURE D CREDITO RS 29-02-2024	UNSECUR ED CREDITO RS 29-02-2024
APPLICANT NO.1	4	NIL	NIL	NIL
APPLICANT NO.2	3	NIL	NIL	NIL
APPLICANT NO.3	3	NIL	NIL	NIL
APPLICANT NO.4	4	NIL	NIL	NIL
APPLICANT NO.5	4	NIL	NIL	NIL

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9. It is submitted by Ld. counsel appearing for the Applicant(s) that, the Auditors Certificate, the Affidavit of Consents, the calculation of percentage of consents are as below :

	Nos	% of Consent	Annexure	Auditors Certificate Page no	Affidavit Of Consent Page no
EQUITY SHAREHOLDERS					
APPLICANT NO.1	4	100	N	VOL II PAGE NO 283 to 284	VOL II PAGE NO 285 to 300
APPLICANT NO.2	3	100	O	VOL II PAGE NO 301 to 302	VOL II PAGE NO 303 to 313
APPLICANT NO.3	3	100	P	VOL II PAGE NO 314 to 315	VOL II PAGE NO 316 to 326
APPLICANT NO.4	4	100	Q	VOL II PAGE NO 327 to 328	VOL II PAGE NO 329 to 343
APPLICANT NO.5	4	100	R	VOL II PAGE NO 344 to 345	VOL II PAGE NO 346 to 361
	Nos	% of Consent	Annexure	Auditors Certificate Page no	Affidavit Of Consent Page no
SECURED CREDITORS					
APPLICANT NO.1	NIL	N.A	S	VOL II PAGE NO 362 to 363	N.A
APPLICANT NO.2	NIL	N.A	T	VOL III PAGE NO 364 to 365	N.A
APPLICANT NO.3	NIL	N.A	U	VOL III PAGE NO 366 to 367	N.A
APPLICANT NO.4	NIL	N.A	V	VOL III PAGE NO 368 to 369	N.A
APPLICANT NO.5	NIL	N.A	W	VOL III	N.A

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				PAGE NO 370 to 371	
	Nos	% of Consen t	Annexu re	Auditors Certificate Page no	Affidavit Of Consent Page no
UNSECURED CREDITORS					
APPLICANT NO.1	NIL	N.A	S	VOL II PAGE NO 362 to 363	N.A
APPLICANT NO.2	NIL	N.A	T	VOL III PAGE NO 364 to 365	N.A
APPLICANT NO.3	NIL	N.A	U	VOL III PAGE NO 366 to 367	N.A
APPLICANT NO.4	NIL	N.A	V	VOL III PAGE NO 368 to 369	N.A
APPLICANT NO.5	NIL	N.A	W	VOL III PAGE NO 370 to 371	N.A

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

a. Meetings dispensed:

Equity Shareholders

Meeting of Equity Shareholders of the Applicant Companies for considering the Scheme are dispensed with in view of shareholder representing 100% in value of shares of Applicant Companies having respectively given their consent to the Scheme by way of affidavits without seeking modification(s).

b. No requirement of Meetings

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Secured Creditors

No requirement of Meeting of Secured Creditors of Applicant Companies –
NIL Creditors duly verified by auditor's certificate.

Unsecured Creditors

No requirement of Meeting of Unsecured Creditors of Applicant Companies
– NIL Creditors duly verified by auditor's certificate.

c. Meetings Required to be Held

No meeting is required to be held.

11. 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 :

- a. Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata;
- b. Registrar of Companies, West Bengal, Kolkata
- c. Official Liquidator; High Court Calcutta
- d. Income Tax Department having jurisdiction over the Applicant(s)
- e. Jurisdictional GST authorities

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.

These notices shall be sent by hand delivery through special messenger or by post and also 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 Authorized Representative of the said Applicant(s). If no such representation is received by the Tribunal within such period, it shall be presumed

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that such authorities have no representation to make on the said Scheme of Amalgamation.

12. The Applicant(s) to file an affidavit proving service of notice and compliance of all directions contained herein.
13. The application being **Company Application (CAA) No. 123/KB/2024** is **disposed of** accordingly.
14. Urgent Certified copy of this order, if applied or, be supplied to the parties, subject to compliance with all requisite formalities.

Balraj Joshi
Member (Technical)

Bidisha Banerjee
Member (Judicial)

Order signed on 04.07.2024

A.D.[Steno]