

DIVISION BENCH

S-16

COURT - I

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/73(KB)2024

IN

C.A.(CAA)/37(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 07TH MAY 2024

IN THE MATTER OF	ULIKE DEVELOPERS PVT LTD
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearances (via video conferencing/physically)

Ms.Meenakshi Manot, Adv.] For the petitioner
Mr.Arun Kumar Mishra, Adv.]

ORDER

1. Ld.Counsel for the petitioner present.

2. The instant 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 Arrangement relating to Demerger of the Demerged Undertakings of Aparnaa Homes Private Limited (“Aparnaa Homes” or “Transferor Company No. 6” /or “Demerged Company No. 1 ”), Aparnaa Properties Private Limited (“Aparnaa Properties” or “Transferor Company No. 7” /or “Demerged Company No. 2”) , Aparnaa Securities Private Limited (“Aparnaa Securities” or “Transferor Company No. 8” /or “Demerged Company No. 3”) , and Star Industrial Development Company Private Limited (“Star” or “Transferor Company No. 9” /or “Demerged Company No. 4”) (collectively referred as “Deemerged Companies”) with and into Ulike Developers Private Limited (“Ulike” or “Transferee Company” /or “Resulting Company”) on a going concern basis; and (ii) subject to the demerger of the Demerged Undertakings with and into Resulting Company/Transferee Company; thereafter Amalgamation of A Kay Homes Private Limited (“A-Kay Homes” or “Transferor Company No. 1”) , Aparnaa Creations Private Limited (“Aparnaa Creations” or “Transferor Company No. 2”) , Aparnaa International Private Limited (“Aparnaa International” or “Transferor

PJ

Company No. 3”) , Ishani Farming Private Limited (“Ishani” or “Transferor Company No. 4”) , and S Kay Apartments Private Limited (“S-Kay Apart” or “Transferor Company No. 5”) (collectively referred as “Transferor Companies”) with Ulike Developers Private Limited (“Ulike” or “Transferee Company” /or “Resulting Company”) from the Appointed Date, viz 1st Day of April, 2023 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”) in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”). **(Page 82-126 of Petition)**

3. By an order dated 04/04/2024 in Company Application (CAA) No. 37/(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:- **(Page No. 583-590 of Petition):-**

Meetings dispensed: Meetings of the Equity Shareholders of the Petitioner No. 1 and 2 are dispensed with under Section 230(1) read with Section 232(1) of the Act.

3. (i) The Learned Authorised Representative for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 04/04/2024 made in Company Application (CAA) No. 37/KB/2024, notice along with all accompanying documents has already been served on the Statutory/Sectoral Authorities, as directed by the said order. An affidavit proving service by hand delivery, speed post, email duly affirmed on 18/04/2024, as aforesaid, has been filed by the Petitioners. No Authorities, as aforesaid, have filed their representation so far.

Notice has been served upon the following Statutory Authorities by hand delivery as follows:-

Sl No.	Detail of Notice	Date of Service by Hand	Page of Affidavit of Service affirmed on 18/04/2024
1	The Regional Director, Eastern Region, Ministry of Corporate Affairs	10/04/2024	597-599
2	The Registrar of Companies, West Bengal	10/04/2024	600-602
3	The Official Liquidator, High Court, Calcutta	10/04/2024	603-605
4	Income Tax Assessing Officer, Ward: 8(1)	10/04/2024	606-608

5	Income Tax Assessing Officer, Ward: 7(1)	10/04/2024	609-611
6	DCIT/ACIT, Central Circle: 2(4)	12/04/2024	612-614
7	Income Tax Assessing Officer, Ward: 3(1)	10/04/2024	615-617
8	Income Tax Assessing Officer, Ward: 9(1)	10/04/2024	618-620
9	Income Tax Assessing Officer, Ward: 7(1)	10/04/2024	621-623
10	Income Tax Assessing Officer, Ward: 8(1)	10/04/2024	624-626
11	DCIT/ACIT, Circle: 11(1)	10/04/2024	627-629
12	DCIT/ACIT, Circle: 5(1)	10/04/2024	630-632
13	Income Tax Assessing Officer, Ward: 8(2)	10/04/2024	633-635
14	The Chief Commissioner of Income Tax-1	10/04/2024	636-638
15	The Chief Commissioner of Income Tax-2	10/04/2024	639-641
16	Reserve Bank of India	10/04/2024	642-644

(ii) In compliance with the said order dated 04/04/2024, the Petitioners have also duly served such notices by speed post and combined affidavit of service through speed post duly affirmed on 18/04/2024 in this regard has also been filed by them and accordingly the Petitioners have duly sent such notices by speed post upon:-

Sl No.	Detail of Notice	Date of Service by Speed Post	Page of Affidavit of Service affirmed on 18/04/2024
1	The Regional Director, Eastern Region, Ministry of Corporate Affairs	on 10/04/2024 delivered on 12/04/2024	645-648
2	The Registrar of Companies, West Bengal	on 10/04/2024 delivered on 12/04/2024	649-652
3	The Official Liquidator, High Court, Calcutta	on 10/04/2024 delivered on 12/04/2024	653-656
4	Income Tax Assessing Officer, Ward: 8(1)	on 10/04/2024 delivered on 12/04/2024	657-660

5	Income Tax Assessing Officer, Ward: 7(1)	on 10/04/2024 delivered on 12/04/2024	661-664
6	DCIT/ACIT, Central Circle: 2(4)	on 10/04/2024 delivered on 12/04/2024	665-668
7	Income Tax Assessing Officer, Ward: 3(1)	on 10/04/2024 delivered on 12/04/2024	669-672
8	Income Tax Assessing Officer, Ward: 9(1)	on 10/04/2024 delivered on 12/04/2024	673-676
9	Income Tax Assessing Officer, Ward: 7(1)	on 10/04/2024 delivered on 12/04/2024	677-680
10	Income Tax Assessing Officer, Ward: 8(1)	on 10/04/2024 delivered on 12/04/2024	681-684
11	DCIT/ACIT, Circle: 11(1)	on 10/04/2024 delivered on 12/04/2024	685-688
12	DCIT/ACIT, Circle: 5(1)	on 10/04/2024 delivered on 12/04/2024	689-692
13	Income Tax Assessing Officer, Ward: 8(2)	on 10/04/2024 delivered on 12/04/2024	693-697
14	The Chief Commissioner of Income Tax-1	on 10/04/2024 delivered on 12/04/2024	698-701
15	The Chief Commissioner of Income Tax-2	on 10/04/2024 delivered on 12/04/2024	702-705
16	The Reserve Bank of India	on 10/04/2024 delivered on 12/04/2024	706-709

(iii) In compliance with the said order dated 04/04/2024, the Petitioners have also duly served such notices by email and combined affidavit of service through speed post duly affirmed on 18/04/2024 in this regard has also been filed by them and accordingly the Petitioners have duly sent such notices by email upon:-

Sl No.	Detail of Notice	Date of Service by email	Page of Affidavit of Service affirmed on 18/04/2024
1	The Regional Director, Eastern Region, Ministry of Corporate Affairs	12/04/2024	711-712
2	The Registrar of Companies, West Bengal	12/04/2024	713-714
3	The Official Liquidator, High Court, Calcutta	12/04/2024	715-716
4	Income Tax Assessing Officer, Ward: 8(1)	12/04/2024	717-718
5	Income Tax Assessing Officer, Ward: 7(1)	12/04/2024	719-720
6	DCIT/ACIT, Central Circle: 2(4)	12/04/2024	721-722
7	Income Tax Assessing Officer, Ward: 3(1)	12/04/2024	723-724
8	Income Tax Assessing Officer, Ward: 9(1)	12/04/2024	725-726
9	Income Tax Assessing Officer, Ward: 7(1)	12/04/2024	727-728
10	Income Tax Assessing Officer, Ward: 8(1)	12/04/2024	729-730
11	DCIT/ACIT, Circle: 11(1)	12/04/2024	731-732
12	DCIT/ACIT, Circle: 5(1)	12/04/2024	733-734
13	Income Tax Assessing Officer, Ward: 8(2)	12/04/2024	735-736
14	The Chief Commissioner of Income Tax-1	12/04/2024	737-738
15	The Chief Commissioner of Income Tax-2	12/04/2024	739-740

16	Reserve Bank of India	12/04/2024	741-742
17	Certificate in Compliance of Section 65B of Evidence Act	12/04/2024	710

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 **June 27, 2024**.

5. At least 10 (ten) clear days before the said date fixed for hearing, the Petitioner(s) shall cause notice of hearing to be advertised in the 'Business Standard' 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 accompanying documents, including the copies of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013, as sent earlier, shall be send again on the aforesaid Statutory Authorities by sending the same to them by hand delivery through special messenger, by speed post and by email within two 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 no 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 Authorised Representative of the said Petitioner(s). 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 abovementioned directions of this Tribunal, 3 (Three) days before the next date of hearing.

8. The Petitioners 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)