

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH (COURT NO. 1)
KOLKATA**

C.A. (CAA) No.149/KB/2023

*Application under Section 230 and Section 232 and other applicable
provisions of the Companies Act, 2013 read with Companies (Compromise,
Arrangement and Amalgamation) Rules, 2016;*

IN THE MATTER OF:

BLOOMING MINING PRIVATE LIMITED, (CIN:
U27100WB2008PTC128604), a company incorporated under the Companies
Act 1956 and being a Company within the meaning of the Companies Act, 2013,
having its registered office at Tobacco House, Room No.304(S), 3rd Floor, 1 Old
Court House Corner, Kolkata-700001, within the jurisdiction of West Bengal

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

-And-

PRABHU FERRO & ISPAT PRIVATE LIMITED, (CIN:
U27107WB2008PTC243247), a company incorporated under the Companies
Act 1956 and being a Company within the meaning of the Companies Act, 2013,
having its registered office at Tobacco House, Room No.304(S), 3rd Floor, 1 Old
Court House Corner, Kolkata-700001, within the jurisdiction of West Bengal;

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

-With-

BLOOMING PROJECTS PRIVATE LIMITED (CIN:
U51909WB2007PTC119836), a company incorporated under the Companies
Act 1956 and being a Company within the meaning of the Companies Act, 2013,
having its registered office at Tobacco House, Room No.304(S), 3rd Floor, 1 Old
Court House Corner, Kolkata-700001, within the jurisdiction of West Bengal.

.....**Transferee Company/Applicant No.3**

In the matter of:

1. BLOOMING MINING PRIVATE LIMITED
2. PRABHU FERRO & ISPAT PRIVATE LIMITED
3. BLOOMING PROJECTS PRIVATE LIMITED

..... **Applicant(s)**

Date of pronouncing the order:07/11/2023

Coram:

Rohit Kapoor : **Hon'ble Member (Judicial)**
Balraj Joshi : **Hon'ble Member (Technical)**

Counsel on Record for the Applicant(s):

Mr. Sailendra Kumar Tiwari, Advocate

Mr. Hemant Tiwari, Advocate

ORDER

Per: Rohit Kapoor, Member (Judicial)

1. This 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 of **Blooming Mining Private Limited**, being the Applicant No.1 above named ("**Transferor Company No.1**" or "**Applicant No. 1**"), **Prabhu Ferro & Ispat Private Limited**, being the Applicant No.2 above named ("**Transferor Company No.2**" or "**Applicant No. 2**") with **Blooming Projects Private Limited**, being the Applicant No.3 above named ("**Transferee Company**" or "**Applicant No.3**") 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, 2022** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ("**Scheme**").

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3. The Board of Directors of the Applicants as their Board Meeting held on 2nd February, 2023 approved and resolved to carry out the said Scheme of Amalgamation. The copies of the resolution passed by the applicants are marked as “**Annexure-E**” with the Application at page 207-210.
4. It is submitted by the Ld. Counsel appearing for the Applicant(s) that the **Valuation Report dated 28.12.2022** recommended the Swap Ratio has been prepared by CS Anil Kumar Dubey, being Registration No.IBBI/RV/03/2019/12411, Practising Company Secretary, FCS.
5. It is submitted by Ld. Counsel appearing for the Applicant(s) that the shares of none of the Applicant Companies are listed on any of the stock exchanges. Further, dated 31st March, 2022, the Applicant(s) have the following classes of shareholders and creditors: -

Particulars	No. of Equity Shareholders	No. of Preference Shareholders	No. of creditors	
			Unsecured	Secured
Blooming Mining Private Limited	04	-	02	01
Consent affidavit page nos.	213-220 (Volume-II)		262-263 (Volume-II)	11-11A (Supp. Affidavit.)
Prabhu Ferro & Ispat Private Limited	05	-	NIL	NIL
Consent affidavit page nos.	223-233 (Volume-II)/12-13 (Supp. Affidavit.)			
Blooming Projects Private Limited	09	-	NIL	NIL
Consent affidavit page nos.	238-260 (Volume-II)/14-15 (Supp. Affidavit.)			

6. It is further submitted that No Dues Certificate of the Secured Creditor of the Transferor Company No.1 has been annexed with the supplementary affidavit at Pg.11-11A.

7. The Certificate by the Chartered Accountant in respect of the Applicants verifying conformity with Accounting Standard under Section 133 of the Companies Act 2013 is annexed with the application as “Annexure-D” at page No. 206.
8. Directions are sought accordingly for dispensing with meetings of the classes of shareholders and creditors who have already given their consent to the Scheme.
9. Upon perusing the records and documents in the instant proceedings and considering the submission made on behalf of the Applicant(s), we allow the instant application and make following orders: -

a) **Meeting dispensed:**

Meetings of the Equity Shareholders and 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.

10. 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 Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, Registrar of Companies, West Bengal with whom the Applicant(s) are registered, Official Liquidator, Kolkata, Income Tax Department having jurisdiction over the Applicant(s) and also other sectoral authorities like GST and Custom etc.who might be affected by the scheme .

These notices shall be sent by hand delivery through special messenger against a stamped receipt or by Regd. Post/Speed post and also by e-mail within four 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

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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.

11. The application being Company Application (CAA) No.149/KB/2023 is disposed of accordingly.
12. Certified copy of this order, if applied for, be issued upon compliance with all requisite formalities.

(Balraj Joshi)
Member (Technical)

(Rohit Kapoor)
Member (Judicial)

This order signed on 7th November, 2023

BD