

**NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH  
KOLKATA**

C.P.(CAA)/77(KB)2024  
IN  
C.A.(CAA)/41(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 09<sup>TH</sup> MAY 2024**

IN THE MATTER OF	KUTIR MATERIAL SUPPLIERS PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

**Appearances (via video conferencing/physically)**

Ms. Khushi Nangalia, PCS : For Petitioner

**ORDER**

1. Ld. Authorized Representative 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 Amalgamation of the Transferor Companies:

S. No.	Name of the Company
Transferor Company No. 1	Kutir Material Suppliers Private Limited
Transferor Company No. 2	Lavanya Distributors Private Limited

with the Transferee Company i.e. **Blue Mount Exports Pvt. Ltd.**, being the Petitioner Company No. 3 whereby and where under the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, viz **1<sup>st</sup> April, 2023** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”). The Copy of the said **Scheme of Amalgamation** is annexed to the Company Petition being **Annexure- A in Volume-I at Page No. 29-57.**

3. By an order dated **23<sup>rd</sup> April, 2024** in Company Application (CAA) No. 41/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 dispensed: In view of the consents given through affidavit by all the Equity Shareholders, Unsecured Creditors of the Applicant Companies and by the Secured Creditor of the Applicant Company No. 2, meetings of the Equity Shareholders, Unsecured Creditors and Secured Creditor of the respective Companies are dispensed with under Section 230(1) read with Section 232(1) of the Act.
4. The Ld. Authorized Representative appearing for the Petitioners submits that the shareholders and creditors have approved the Scheme by requisite majority and the Petitioners now seek admission of the instant petition presented by them for sanction of the Scheme.
5. The Ld. Authorized Representative for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 23<sup>rd</sup> April, 2024 made in Company Application (CAA) No. 41/KB/2024, the Petitioners have duly served such notices along with all accompanying documents on Regional Director, Eastern Region, Ministry of Corporate Affairs, Registrar of Companies, West Bengal; Official Liquidator, Kolkata; Income Tax Department having jurisdiction over the Petitioner Companies by email and by hand delivery on 25<sup>th</sup> April, 2024. The notice in Form CAA - 3 along with documents was also sent to Reserve Bank of India by email and by hand delivery on 25<sup>th</sup> April, 2024 by the Transferee Company. An affidavit proving service, as aforesaid, has been filed by the Petitioners on 30<sup>th</sup> April, 2024.
6. 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 **24/6/2024**.
7. 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 “**Business Standard**” in English and “**Aajkaal**” in Bengali as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”).
8. 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 served again

on the aforesaid Statutory Authorities by sending the same to them by hand delivery through special messenger, by Registered AD/Speed post with tracking report & also by e-mail within one week from the date of receiving of 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 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.CAA.3 of the CAA Rules with necessary variations, incorporating the directions herein.

9. 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.
10. 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.
11. Post this matter on **24/6/2024**.

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

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