

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/114(KB)2024
IN
C.A.(CAA)/86(KB)2024

**CORAM: 1. HON'BLE MEMBER(J), SMT. BIDISHA BANERJEE
2. HON'BLE MEMBER(T), SHRI D. ARVIND**

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING ON 12TH JULY 2024

IN THE MATTER OF	SWARN-MAYUR BONDS & HOLDINGS PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearance (via video conferencing/physically)

Shri Jnana Ranjan Dhal, Adv.

] For the Petitioner

O R D E R

1. Ld. Counsel appearing on behalf of 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 following Transferor Companies:

SL. No.	Name of the Companies
Transferor Company Number 1 (Applicant No. 1)	Swarn-Mayur Bonds & Holdings Private Limited
Transferor Company Number 2 (Applicant No. 2)	Tirupati Niryat Private Limited

With **Assam Roofing Limited** being, the being the Non-Applicant Company above named **Transferee Company** 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**").

3. The Board of Directors of the Applicant Companies at their Board Meetings held on **31st January 2024** approved and resolved to carry out the said Scheme of Amalgamation. The copies of the resolution passed by the applicant companies are annexed with the Company Petition being- **Annexure- "N"** in Volume III at **Page No. 390-395**.
4. By an order dated 21st May 2024, C.A. (CAA) No. 86/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 the Applicant No. 1 and 2 are dispensed with under Section 230(1) read with Section 232(1) of the Act.
 - b. Meeting of unsecured creditor of the Applicant No. 2 is dispensed with under Section 230(1) read with Section 232(1) of the Act. As there are no secured creditors in the Applicant Company No.2, therefore the requirement for dispensing with the meetings of the secured creditors does not arise.
 - c. As there are no creditors (secured and unsecured) in the Applicant Company No.1, therefore, the requirement for dispensing with the meetings of the secured or unsecured creditors of the Applicant Company No.1 does not arise.
5. The Ld. Counsel appearing for the Petitioners submits that the equity shareholders have approved the Scheme of Amalgamation and the Petitioner now seeks admission of the instant petition presented by them for sanction of the Scheme.
 6. The Ld. Counsel for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 21st May 2024, in C.A. (CAA) No. 86/KB/2024, notice along with all accompanying documents has already been served on the Statutory/Sectoral Authorities, as directed by the said order as below:

NAME OF THE REGULATORY AUTHORITY	DATE OF SERVICE		
	BY HAND	BY SPEED POST	BY EMAIL
Regional Director, Eastern Region, Ministry of Company Affairs	29-05-2024	-	28-05-2024
Upon Registrar Of Companies, West Bengal	29-05-2024	-	28-05-2024
Upon Official Liquidator, High Court Calcutta	28-05-2024	-	28-05-2024
Income Tax Authorities	29-05-2024 & 07.06.2024	28-05-2024	28-05-2024

An affidavit proving service, as aforesaid, has been filed by the Petitioner.

7. 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 **29.08.2024**.
8. 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 in the “**Ajkaal**” in Bengali as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”).
9. 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 speed 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 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 Ld. Counsel 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.
10. The Petitioners to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, 3 (Three) days before the next date of hearing.
11. 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.

D. Arvind
Member (Technical)

Bidisha Banerjee
Member (Judicial)