

DIVISION BENCH
COURT - I

Mentioning-1

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P. (CAA)/106(KB)2024
IN
C.A.(CAA)/51(KB)2024

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

IN THE MATTER OF	PRICE WATER HOUSE COOPERS DIGITAL SERVICES PRIVATE LIMITED
UNDER SECTION	SEC. 230-232- SECOND MOTION

Appearance (via video conference/physically)

Mr. D. N. Sharma, Adv.

] For Petitioner

Mr. Shounak Mitra, Adv.

CORRIGENDUM ORDER

This matter was not on Board today and was taken up upon mentioning.

1. Ld. Counsel for the petitioner present.
2. The instant application has been filed under Section 230(1) read with Section 232(1) of the Companies Act, 2013 (“**Act**”) for sanction of the proposed Scheme of Amalgamation of PricewaterhouseCoopers Digital Services Private Limited (Formerly known as Venerate Solutions Private Limited) (hereinafter referred to as “Transferor Company”) with PricewaterhouseCoopers Private Limited (hereinafter referred to as the “Transferee Company”), whereby and whereunder the Transferor Company is proposed to be amalgamated with the Transferee Company and the Undertaking of the Transferor Company is proposed to be transferred to 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**”), a copy whereof has been annexed to the Company Application and marked as **Annexure “A” (pp.18 – 41, Vol.I)**.

3. By an order dated May 20, 2024 in Company Application (CAA) No.51/KB/2023 copy whereof has been annexed to the Company Petition and marked as **Annexure “K” (pp.238 - 245, Vol.III)**, this Tribunal had passed orders dispensing with convening of separate meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the petitioner companies. Further, directions were given to serve Notice under Section 230(5) of the Companies Act, 2013 upon through Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, Registrar of Companies, Kolkata; Official Liquidator, Kolkata, Income Tax Department having jurisdiction and GST authorities having jurisdiction over the petitioner companies.
4. The Learned Counsel for the Petitioner submits that in compliance with Section 230(5) of the Companies Act, 2013 and in compliance with the said Order dated August 3, 2023, the petitioners, through their Advocates, have served Notice under Section 230(5) of Companies Act, 2013 upon Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; Registrar of Companies, Kolkata; Official Liquidator, Kolkata; Income Tax Department having jurisdiction and GST authorities having jurisdiction over the petitioner companies by hand delivery through special messenger against a proper stamped receipt, by speed post, as well as by email. Affidavit proving compliance, as aforesaid, has been filed by the Petitioners as stated in paragraph 7 at page 12 of the Petition. Further, the same is also asserted in paragraph 2 of the affidavit of compliance affirmed in this regard and uploaded on NCLT portal, copy whereof has been annexed to the Company Petition and marked as **Annexure “L” (pp 246 - 331, Vol.III)**. However, none of the Statutory Authorities have filed their representation so far.
5. In compliance with the said order, the Petitioners have also filed the instant petition for sanction of the Scheme.
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 **14th August, 2024**.
7. At least 10 (ten) clear days before the said date fixed for hearing, the Petitioner shall cause notice of hearing to be advertised in **“The Financial Express”** in English and **“Aajkal”** in

Bengali as per Rule 16(1) of the Companies (Compromises, Arrangements and Demergers) Rules, 2016 (“CAA Rules”).

8. Another notice pursuant to Section 230(5) of the Companies Act, 2013 along with copy of the aforesaid Scheme, as sent earlier, shall be sent again to the aforesaid Statutory Authorities by email and by hand delivery through special messenger or by post 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 Advocates of the said Petitioner. 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.
9. The Petitioners to file an affidavit confirming compliance of the abovementioned 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, before the next date of hearing.

Balraj Joshi
Member (Technical)

Bidisha Banerjee
Member (Judicial)

Order signed on 08.07.2024.



DIVISION BENCH
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C.P.(CAA)/106(KB)2024
IN
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**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 03RD JULY 2024

IN THE MATTER OF	PRICEWATERHOUSECOOPERS DIGITAL SERVICES PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearance via video conference/physically

**Mr. D.N. Sharma, Adv.
Mr. Shounak Mitra, Adv.**

ORDER

1. Ld. Counsel for the parties present.
2. Post this matter on **14.08.2024**.

**Balraj Joshi
Member (Technical)**

**Bidisha Banerjee
Member (Judicial)**