

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/109(KB)2024
IN
C.A.(CAA)/64(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 05TH JULY 2024

IN THE MATTER OF	LOHARUKA INFRASTRUCTURE PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearance (via video conferencing/physically)
Ms. Neha Somani, PCS] for the Petitioner

O R D E R

1. 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:

S. No.	Name of the Companies
Transferor Company No. 1	Disha Loharuka Infratech Private Limited
Transferor Company No. 2	Uttam Goods & Services Private Limited

with **Loharuka Infrastructure Private Limited**, being the Petitioner Company No. 2 above named (“**Transferee Company**”) whereby and whereunder 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**”). The Copy of the said **Scheme of Amalgamation** is annexed to the Company Petition being **Annexure- A in Volume-I at Page No. 39-73**.

2. By an order dated 26th April, 2024 in C.A. (CAA) No. 64/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 both the Petitioner Companies and Unsecured Creditors of the Petitioner Company No. 1 are dispensed with under Section 230 (1) read with Section 232 (1) of the Act.
 - b. Meetings of Unsecured Creditors of the Petitioner Company No. 2, being the Transferee Company was directed to be held physically at its registered office of the Company on 31.05.2024 at 02:00 P.M. for the purpose of considering, and, if thought fit, approving the said Scheme, with or without modifications.
3. The Ld. Authorised Representative appearing for the Petitioners submits that the Unsecured Creditors of the Petitioner Company No. 2 have approved the scheme by requisite majority in the meeting held on 31.05.2024. Further, Shareholders and Creditors of the Petitioner Companies having approved the Scheme of Amalgamation by requisite majority, now seek admission of the instant petition presented by them for sanction of the Scheme.
 4. The Ld. Authorised Representative for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 26th April, 2024 in Company Application (CAA) No. 64/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 through hand delivery, speed post and email on 30th April, 2024 and upon GST Authority through hand delivery and speed post on 3rd May, 2024 and 11th May, 2024. An affidavit proving service, as aforesaid, has been filed by the Petitioners on 21st May, 2024.
 5. 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 **09.08.2024**.
 6. 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 “**The Statesman**” in English and “**Dainik**

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

7. 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 or by post or by speed post or 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 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.
8. The Petitioners to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, 3 (Three) days before the next date of hearing.
9. 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)