

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/110(KB)2024
IN
C.A.(CAA)/112(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	AGARSEN COMMERCE PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearance (via video conferencing/physically)

Mr. Gopal Kumar Khetan, PCA

] for the Petitioner

ORDER

- 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 **Hasta Vyapaar Private Limited**, being the Applicant No. 1 above named ("*Transferor Company 1*") and **Satyam Tradserv Private Limited**, being the Applicant No. 2 above named ("*Transferor Company 2*") with **Agarsen Commerce Private Limited** being the Applicant No. 3 above named ("*Transferee Company*") and 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**").
- 2) By an order dated **21st May, 2024** in Company Application (CAA) No. **112/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 all the Petitioner Companies are dispensed for considering the Scheme in view of all such shareholders who gave consent to the Scheme by way of affidavits under Section 230(1) read with Section 232(1) of the Act.

- b) It was directed to serve notice under Section 230(5) of the Act on the Statutory/ Sectoral Authorities and to file an affidavit proving service of notice.
- 3) Ld. Authorized Representative appearing for the Petitioners submits that all the shareholders and creditors have approved the Scheme of Amalgamation and the Petitioners now seek admission of the instant petition presented by them for sanction of the Scheme.
- 4) Ld. Authorized Representative for the Petitioners further submit that in compliance with Section 230(5) of the Companies Act, 2013 and the order dated **21st May, 2024** made in Company Application (**CAA**) **No. 112/KB/2024**, a notice along with all accompanying documents have already been served on the Statutory/ Sectoral Authorities, as directed by the said order as below:

Name of the Statutory Authority	Mode of Service	
	Hand Delivery	Email
The Regional Director, Eastern Region, Kolkata	04-06-2024	11-06-2024
The Registrar of Companies, West Bengal	04-06-2024	11-06-2024
The Official Liquidator, High Court, Calcutta	04-06-2024	11-06-2024
Income Tax Officer having jurisdiction over Ward 5(1)	04-06-2024	11-06-2024
The Chief Commissioner of Income Tax, Kolkata – 02	04-06-2024	11-06-2024

An affidavit of Service, as aforesaid, has been filed by the Petitioners which is annexed to the Company Petition being – **Annexure – M** in **Vol II** at **Pg Nos. 228-250**.

- 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 **12.08.2024**.
- 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 newspapers “**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 the 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 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 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 Ld. Authorized 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. CAA3 of the CAA Rules with necessary variations, incorporating the directions herein.
- 8) The Petitioners file an affidavit confirming compliance of the above-mentioned directions of this Tribunal, 3 (Three) days before the next date of hearing.
- 9) The Petitioners may also file their rejoinder affidavits 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)