

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/116(KB)2024
IN
C.A.(CAA)/128(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	RASHIDHAN SALES PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearance (via video conferencing/physically)

Mr. D.N. Sharma, Adv.] for the Petitioner

Ms. Rusha Mitra, Adv.

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 proposed Scheme of Amalgamation (the “Scheme”) of Rashidhan Sales Private Limited, the Petitioner Company No.1 (“Transferor Company”) and Orissa Metaliks Private Limited, the Petitioner Company No.2 (“Transferee Company”) and their respective shareholders whereby and whereunder the entire undertaking of the Transferor Company together with all property, rights, powers and all debts, liabilities, duties and obligations relating thereto is proposed to be transferred to and vested in the Transferee Company in the manner and on the terms and conditions stated in the said Scheme of Amalgamation.
2. By an order made on 3 July 2024 in Company Application (CAA) No.128/KB/2024, this Tribunal, was pleased to dispense with the convening and holding of meetings of the Shareholders and Creditors of the Petitioner Companies. (Order dated 3 July 2024 - *Annexure O of the petition at Pages 376 to 385*).
3. In compliance with Section 230(5) of the Companies Act, 2013 and the order dated 3 July 2024 of this Tribunal, the Petitioners have already served notices on the relevant Statutory Authorities including upon (1) The Regional Director, Ministry of Corporate Affairs

(Eastern Region); (2) The Registrar of Companies, West Bengal; (3) Official Liquidator; (4) Income Tax Authorities having jurisdiction over the Petitioner Companies; and (5) GST authorities having jurisdiction over the Petitioner Companies. Affidavit proving service to the statutory authorities, as aforesaid, have been filed by the Petitioners on 9 July 2024.

4. 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 23 August 2024**.
5. 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 Financial Express**” in English and “**Aajkaal**” in Bengali as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”).
6. Another notice pursuant to Section 230(5) of the Companies Act, 2013 along with accompanying documents, including copy of the Scheme, 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 courier 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 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 Petitioners. If no such representation is received by this 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.
7. The Petitioners to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, 3 (three) days before the next date of hearing.
8. 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.

D. Arvind
Member (Technical)

Bidisha Banerjee
Member (Judicial)