

NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH  
KOLKATA

C.P.(CAA)/121(KB)2024  
IN  
C.A.(CAA)/83(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 19<sup>TH</sup> JULY 2024

IN THE MATTER OF	<b>ALEXANDER MANN SOLUTIONS PRIVATE LIMITED</b>
UNDER SECTION	<b>SEC. 230-232 - SECOND MOTION</b>

**Appearances (via video conferencing/physically)**

Ms.Madhuri Pandey,CS      ]For the Petitioner

**ORDER**

1. Ld.authorised representative for the Petitioner present.
2. This instant Petition under Sections 230 to 232 of the Companies Act, 2013 read and other applicable provisions of the said Act, jointly filed by the Petitioner Companies, namely, **Alexander Mann Solutions Private Limited (Transferor Company) with and into Flexability HR Solutions Private Limited (Transferee Company)** in connection with a proposed Scheme of Amalgamation of the Petitioner Companies ("Scheme").
3. The Appointed Date as per the Scheme is 1<sup>st</sup> April, 2024 as mentioned in the Scheme of Amalgamation annexed with the Petition as **Annexure-G** from page **191 to 209** in Volume 2.
4. By an Order dated 19<sup>th</sup> June, 2024 in Company Application (CAA) No.83/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:

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- a. Meetings dispensed: In view of the fact that the Petitioner Companies for considering the Scheme, Equity Shareholders' and Unsecured Creditors' meetings were dispensed with in view of all such Equity Shareholders and Unsecured Creditors having respectively given their consent to the Scheme by way of affidavits.
- b. Meeting not required: In view of the fact that both the Petitioner Companies have NIL Secured Creditors, the question of convening and holding meetings of the secured creditors for the aforesaid companies does not arise.
5. Authorized Representative appearing for the Petitioner(s) submits that all the Equity Shareholders and Creditors duly approved the Scheme by way of affidavit with requisite majority and the Petitioner(s) now seek admission of this instant Petition presented by them for sanction of the Scheme.
6. The Authorized Representative for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said Order dated 19<sup>th</sup> June, 2024 made in Company Application (CAA) No.83/KB/2024 notice along with all accompanying documents have already been served upon the following Statutory Authorities:

Company	Name of Statutory Authorities	Address	Date of Service	Mode of Service
Both the Applicant Companies	Regional Director – Eastern Region	Nizam Place, II MSO Building, 3 <sup>rd</sup> Floor, 234/4, A.J.C. Bose Road, Kolkata-700020, West Bengal	Speed Post: June 25, 2024 Email: June 26, 2024	Speed Post and E-Mail
Both the Applicant Companies	Registrar of Companies – Kolkata;	Nizam Palace, 2 <sup>nd</sup> MSO Building, 2 <sup>nd</sup> Floor, 234/4, A.J. C.B. Road, Kolkata- 700020, West Bengal	Speed Post: June 25, 2024 Email: June 26, 2024	Speed Post and E-Mail
Both the	Official	Ministry of	Speed Post:	Speed

Applicant Companies	Liquidator	Corporate Affairs, attached to High Court of Calcutta, 5 <sup>th</sup> Floor, 9, Old Post Office Street, Kolkata-700001, West Bengal	June 25, 2024 Email: June 26, 2024	Post and E-Mail
Applicant Company 1	Income Tax Department	Aayakar Bhawan, M.K. Road Mumbai - 400020	Speed Post: June 25, 2024 Email: June 26, 2024	Speed Post and E-Mail
Applicant Company 2	Income Tax Department	7th Floor, Aaykar Bhawan, Chowringhee Square, Kolkata- 700069	Speed Post: June 25, 2024 Email: June 26, 2024	Speed Post and E-Mail
Applicant Company 1	Assessing Officer of Income Tax	Range 661, Circle 6(1)(1), Aayakar Bhawan, Mumbai - 400020	Speed Post: June 25, 2024 Email: June 26, 2024	Speed Post and E-Mail
Applicant Company 2	Assessing Officer of Income Tax	Range 101, Ward 3(1), Aayakar Bhawan, Kolkata	Speed Post: June 25, 2024 Email: June 26, 2024	Speed Post and E-Mail

7. An affidavit dated 12<sup>th</sup> July, 2024 proving service, as aforesaid, is annexed to the Petition as **Annexure-Q** from page 288-308 in Volume 2.
8. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Petitioner(s), we admit the instant Petition and fix the next hearing on **30<sup>th</sup> August, 2024**.

9. At least 10 (Ten) clear days before the said date fixed for hearing, the Petitioner(s) shall cause notice of hearing to be advertised in the **Business Standard** in English and **Dainik Statesman** in Bengali as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 (“CAA Rules”).
10. 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 post and by email within two weeks 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 Authorized Representative of the said Petitioner(s). 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.
11. The Petitioner(s) to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, at least 3 (three) days before the next date of hearing.
12. The Petitioner(s) may also file their rejoinder affidavit(s) dealing with the objections/observations, if any, of the Authorities, at least 2 (two) days before the next date of hearing.
13. Urgent certified copy of this Order, if applied for, be issued upon compliance with all requisite formalities.

**D. ARVIND**  
**Member (Technical)**

**BIDISHA BANERJEE**  
**Member (Judicial)**