

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/123(KB)2024
IN
C.A.(CAA)/124(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 19TH JULY 2024

IN THE MATTER OF	NALWA LOGISTICS PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearance (via video conferencing/physically)

Ms. Meenakshi Manot, Adv.] For the Petitioner
Mr. Arun Kumar Mishra, Adv.]

ORDER

1. Ld. Counsel appearing on behalf of the Petitioner present.
2. 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 Bhawna Vintrade Private Limited, being the Petitioner No. 2. abovenamed (“Transferor Company” or “Bhawna”) with Nalwa Logistics Private Limited, being the Petitioner No. 1. abovenamed (“Transferee Company” or “Nalwa”), whereby and whereunder the Transferor Company is proposed to be amalgamated with the Transferee Company from the Appointed Date, viz 1st Day of April, 2023 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”) in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”). (Page 37-56 of Petition)
3. By an order dated 18/06/2024 in Company Application (CAA) No 124/(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:- (Page No. 154-160 of Petition):-

Meetings dispensed: Meetings of the Equity Shareholders of the Petitioner No. 1 and 2, are dispensed with under Section 230(1) read with Section 232(1) of the Act.

(i) The Learned Authorised Representative for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 18/06/2024 made in Company Application (CAA) No.124/KB/ 2024, notice along with all accompanying documents has already been served on the Statutory/Sectoral Authorities, as directed by the said order. An affidavit proving service by hand delivery, speed post, email duly affirmed on 03/07/2024, as aforesaid, has been filed by the Petitioners. No Authorities, as aforesaid, have filed their representation so far.

Notice has been served upon the following Statutory Authorities by hand delivery as follows: -

Sl No.	Detail of Notice	Date of Service by Hand	Page of Affidavit of Service affirmed on 03/07/2024
1	The Regional Director, Eastern Region, Ministry of Corporate Affairs	27/06/2024	5
2	The Registrar of Companies, West Bengal	27/06/2024	6
3	The Official Liquidator, High Court, Calcutta	27/06/2024	7
4	Income Tax Assessing Officer , Ward: 12(1)	27/06/2024	8
5	Income Tax Assessing Officer , Ward: 9(1)	27/06/2024	9
6	The Chief Commissioner of Income Tax-1	27/06/2024	10
7	The Chief Commissioner of Income Tax-2	27/06/2024	11

(ii) In compliance with the said order dated 18/06/2024, the Petitioners have also duly served such notices by speed post and combined affidavit of service through speed post duly affirmed on 03/07/2024 in this regard has also been filed by them and accordingly the Petitioners have duly sent such notices by speed post upon:-

Sl No.	Detail of Notice	Date of Service by Speed Post	Page of Affidavit of Service affirmed on 03/07/2024
1	The Regional Director, Eastern Region, Ministry of Corporate	on 26/06/2024 delivered on 27/06/2024	12-13

	Affairs		
2	The Registrar of Companies, West Bengal	on 26/06/2024 delivered on 27/06/2024	14-15
3	The Official Liquidator, High Court, Calcutta	on 26/06/2024 delivered on 27/06/2024	16-17
4	Income Tax Assessing Officer , Ward: 12(1)	on 26/06/2024 delivered on 27/06/2024	18-19
5	Income Tax Assessing Officer , Ward: 9(1)	on 26/06/2024 delivered on 27/06/2024	20-21
6	The Chief Commissioner of Income Tax-1	on 26/06/2024 delivered on 27/06/2024	22-23
7	The Chief Commissioner of Income Tax-2	on 26/06/2024 delivered on 27/06/2024	24-25

(iii) In compliance with the said order dated 22/02/2024 and 13/03/2024, the Petitioners have also duly served such notices by email and combined affidavit of service through speed post duly affirmed on 28/03/2024 in this regard has also been filed by them and accordingly the Petitioners have duly sent such notices by email upon:-

Sl No.	Detail of Notice	Date of Service by email	Page of Affidavit of Service affirmed on 28/03/2024
1	The Regional Director, Eastern Region, Ministry of Corporate Affairs	01/07/2024	27-28
2	The Registrar of Companies, West Bengal	01/07/2024	29-30
3	The Official Liquidator, High Court, Calcutta	01/07/2024	31-32
4	Income Tax Assessing Officer , Ward: 12(1)	01/07/2024	33-34
5	Income Tax Assessing Officer , Ward: 9(1)	01/07/2024	35-36
6	The Chief Commissioner of Income Tax-1	01/07/2024	37-38
7	The Chief Commissioner of Income Tax-2	01/07/2024	39-40

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 **30th August, 2024**.

5. 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 “**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**”).

6. 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 sent again on the aforesaid Statutory Authorities by sending the same to them by hand delivery through special messenger, by speed post and by email within two 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 Authorised 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. 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, 2 (Two) days before the next date of hearing.

D. Arvind
Member (Technical)

Bidisha Banerjee
Member (Judicial)