

DIVISION BENCH

O-219

COURT - I

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/12(KB)2024
IN
C.A.(CAA)/171(KB)2023

**CORAM: 1. HON'BLE MEMBER(J), SMT. BIDISHA BANERJEE
2. HON'BLE MEMBER(T), SHRI BALRAJ JOSHI**

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING ON 17TH MAY 2024

IN THE MATTER OF	SANVEEN FIBRES PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Mr. Abhishek Kr. Pandey, Adv.] For the Petitioner

ORDER

1. Ld. Authorized Representative for 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 the following Transferor Companies:

Sl. No.	Name of the Companies
Transferor Company No. 1	Sanveen Fibres Private Limited
Transferor Company No. 2	Ananda Mangal Vanijya Private Limited

with **Thard Private Limited** being, the **Transferee Company** whereby and where under the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, viz. **01.04.2022** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ("**Scheme**").

3. By an order dated 04.10.2023 pronounced on 17.10.2023 in C.A. (CAA) No. 171/KB/2023, 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) In view of the consent given in affidavit form by the shareholders of the Transferee Company and the Transferor Companies, meeting of shareholders of the Transferee Company and the Transferor Companies were dispensed with.
 - (b) In view of the consent given in affidavit form by the unsecured creditors of the Transferee Company and the Transferor Companies, meeting of unsecured creditors of the Transferee Company and the Transferor Companies were dispensed with.
 - (c) In view of the fact that the Transferee Company and the Transferor Companies have NIL secured creditor and as verified by the Auditors Certificate, therefore, question of holding separate meeting of the secured creditor does not arise, hence dispensed with.
 - (d) It was directed to serve a notice under Section 230(5) of the Act along with all the accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013 shall also be served on the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata, Registrar of Companies with whom the Petitioner Companies are registered, Official Liquidator, High Court, Kolkata, Income Tax Department along with the Chief Commissioner of Income Tax, Kolkata and GST Department having jurisdiction over the Petitioner Companies by sending the same by hand delivery through special messenger, or by speed post and also by email within 2 (Two) weeks from the date of receiving this order.
 - (e) The Petitioner Companies was also directed to file an affidavit of service to report this Tribunal that the directions regarding the issuance of notices have been duly complied with.
4. The Ld. Authorized Representative appearing for the Petitioner Companies submits that all the shareholders representing 100% of the shares of the Transferee Company, all the shareholders representing 100% of the shares of the Petitioner Company No. 1, all the shareholders representing 100% of shares of the Petitioner Company No. 2 and

Petitioner Company No. 3 and whereas all the unsecured creditors representing 100% in value of the Petitioner Company No. 1 and all the unsecured creditors representing 100% in value of the Petitioner Company No. 2 and all the unsecured creditors representing 100% in value of the Petitioner Company No. 3 have approved the Scheme of Amalgamation. Further, there are no secured creditors in the Petitioner Companies and the Petitioner Companies now seeks admission of the instant petition presented by them for sanction of the Scheme.

5. The Ld. Authorized Representative for the Petitioner Companies further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 04.10.2023 in C.A. (CAA) No. 171/KB/2023, notice along with all accompanying documents has already been served on the Statutory / Sectoral Authorities, as directed by the said order as below:

NAME OF THE REGULATORY AUTHORITY	DATE OF SERVICE
Through Hand Delivery & Speed Post	
Regional Director, Eastern Region, Ministry of Corporate Affairs	26.12.2023
Registrar of Companies, West Bengal	26.12.2023
Official Liquidator, High Court, Kolkata	26.12.2023
Income Tax Office, Ward 1(1)	26.12.2023
Income Tax Office, Ward 2(1)	26.12.2023
Income Tax Office, Ward 9(1)	26.12.2023

An affidavit proving service of notice as aforesaid, has been filed by the Petitioner Companies which is annexed to the Company Petition being “**Annexure – A-13**” at **Page No. 247-264**.

6. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Petitioner Companies, we admit the instant petition and fix the next date of hearing on **04/07/2024**.
7. At least 10 (Ten) clear days before the said date fixed for hearing, the Petitioner Companies shall cause notice of hearing to be advertised in “**Financial Express**” in English and Bengali translation thereof in “**Aajkaal**” as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”) clearly mentioning the next date of hearing.

8. 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 speed post & also by email within 1 (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 representations, 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 Petitioner Companies. 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, 2016 with necessary variations, incorporating the directions herein.
9. The Petitioner Companies to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, 3 (Three) days before the next date of hearing.
10. The Petitioner Companies 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.
11. Certified copy of the order may be issued, if applied for, upon compliance with all the requisite formalities.

Balraj Joshi
Member (Technical)

Bidisha Banerjee
Member (Judicial)