

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/18(KB)2024
IN
C.A.(CAA)/169(KB)2023

**CORAM: 1. HON'BLE MEMBER(J), SHRI ROHIT KAPOOR
2. HON'BLE MEMBER(T), SHRI BALRAJ JOSHI**

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING ON 05TH FEBRUARY 2024, 10:30 A.M

IN THE MATTER OF	PRIME BENGAL REALTORS PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearances (via video conferencing/physically)

Mr. Gopal Kumar Khetan, PCS : For Applicants

ORDER

- 1) Ld. Authorized Representative for the Applicants 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 Shovit Properties Private Limited, being the Petitioner No. 1 above named ("**Transferor Company**") with **Prime Bengal Realtors Private Limited**, being the Petitioner No. 2 above named ("**Transferee Company**") and whereby and where under the Transferor Company is 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**").
- 3) By an order dated **21st November, 2023** in Company Application (CAA) No. **169/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) 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) None of the Petitioner Companies have Secured or Unsecured Creditors. Hence no meetings were required to be held.
- c) 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.
- 4) 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.
- 5) 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 November, 2023** made in Company Application (CAA) No. **169/KB/2023**, 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/Speed Post	Email
The Regional Director, Eastern Region, Kolkata	14-12-2023	18-12-2023
The Registrar of Companies, West Bengal	14-12-2023	18-12-2023
The Official Liquidator, High Court, Calcutta	14-12-2023	18-12-2023
Income Tax Officer having jurisdiction over Ward 10(2)	14-12-2023	18-12-2023
Income Tax Officer having jurisdiction over Circle 3(1)	16-12-2023 (Speed Post)	18-12-2023
The Chief Commissioner of Income Tax, Kolkata – 02	14-12-2023	18-12-2023
The Chief Commissioner of Income Tax, Kolkata – 02	18-12-2023	18-12-2023

An affidavit of Service, as aforesaid, has been filed by the Petitioners which is annexed to the Company Petition being – **Annexure – M in Pg Nos. 161-193.**

- 6) 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 **8/3/2024.**
- 7) 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 “**Statesman**” in English and

“**Dainik Statesman**” in Bengali as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”).

- 8) 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 Statutory Authorities including **GST authorities**, by sending the same to them by hand delivery through special messenger, by post & 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. Counsel/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.
- 9) The Petitioners file an affidavit confirming compliance of the above-mentioned directions of this Tribunal, 3 (Three) days before the next date of hearing.
- 10) 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.
- 11) Post this matter on **8/3/2024**.

Balraj Joshi
Member (Technical)

Rohit Kapoor
Member (Judicial)