

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
KOLKATA BENCH, KOLKATA
SPECIAL BENCH-II**

Company Petition No. CP (CAA) No. 34/KB of 2023

Connected with

Company Application No. CA (CAA) No. 180/KB of 2022

(Under Section 230 & 232 of the Companies Act, 2013)

In the Matter of:

1. MEDIRECO DATABASE PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 2013 (CIN: U74999WB2016PTC217482) and having its Registered Office at Diamond Heritage, 16 Strand Road, Unit 904, 9th Floor, Kolkata- 700001 in the State of West Bengal

..... Petitioner Company No. 1/Transferor Company

AND

2. ROOPMAHAL DEALERS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51101WB2010PTC146453) and having its Registered Office at Diamond Heritage, 16 Strand Road, Unit 904, 9th Floor, Kolkata- 700001 in the State of West Bengal.

..... Petitioner Company No. 2/Transferee Company

3. MAXWELL DISTRIBUTORS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51101WB2010PTC146447) and having its Registered Office at Diamond Heritage, 16 Strand Road, Unit 904, 9th Floor, Kolkata- 700001 in the State of West Bengal.

..... Transferee Company / Applicant No 3

IN THE MATTER OF:

1. MEDIRECO DATABASE PRIVATE LIMITED
2. ROOPMAHAL DEALERS PRIVATE LIMITED

..... Applicants (No. 1-2)/ Transferor Companies

3. MAXWELL DISTRIBUTORS PRIVATE LIMITED

..... Applicant (No. 3)/ Transferee Company

Date of Hearing: 16.03.2023

Date of pronouncing the order: 17.03.2023

CORAM:

Smt Bidisha Banerjee, Hon'ble Member(J)

Shri Rahul Bhatnagar, Hon'ble Member (T)

Counsel appeared through physically/Video conference

Mr Rohit Kumar Keshri, Advocate] For the Petitioner

Mr Nitish Kumar Singh, Advocate]

ORDER

Per: Bidisha Banerjee, Member (Judicial)

1. The joint Petition has been filed under Sections 230 & 232 of the Companies Act, 2013 (“Act”) for sanction of the Scheme of Amalgamation of **MEDIRECO DATABASE PRIVATE LIMITED** being the Applicant No. 1 above named (“Transferor Company No. 1” or “Applicant No.1”) and **ROOPMAHAL DEALERS PRIVATE LIMITED** being the Applicant No. 2 above named (“Transferor Company No. 2” or “Applicant No. 2”) with **MAXWELL DISTRIBUTORS PRIVATE LIMITED** being the Applicant No. 3 above named (“Transferee Company” or “Applicant No. 3”) whereby and where under

the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, **01st Day of April, 2022** in the manner and on the terms and conditions stated in the said **Scheme of Amalgamation** (hereinafter referred in “Scheme”).

2. By an order dated 7th February, 2023 (date of pronouncement) passed in Company Application (CAA) No. 180/KB of 2022, meetings of Equity Shareholders and Secured Creditors, Unsecured Creditors of the Transferor Companies and the Transferee Companies were dispensed with under Section 230 read with Section 232 of the Act in view of all such Shareholders and Creditors having already considered and given their consents by way of affidavits to the Scheme.
3. Further by the said order, notices under Section 230(5) of the Act were directed to be served on the Statutory/ Sectoral Authorities and leave was given to the Petitioners to file the Petition for sanction of the Scheme.
4. Learned Counsel for the Petitioner Companies further submits that in Compliance with the said Order dated 7th February, 2023 (date of pronouncement), passed in Company Application (CAA) 180/KB of 2022, notice along with all relevant documents have already been served on the Statutory/Sectoral Authorities, as directed by the said order, including upon (a) the Central Government through the office of the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; (b) the Registrar of Companies, West Bengal, Kolkata; (c) the Official Liquidator, West Bengal, Kolkata; (d) the Income Tax Department in the respective circle/ward where the Companies are assessed, on 10th February, 2023, through hand Delivery. Copies of proof of service of notices to the aforesaid Statutory Authorities have been filed by the Petitioner Companies alongwith Affidavit of Service (page 3-6), on 22nd February, 2023 vide diary no. 1908134006832023/1.

5. The Learned Counsel for the Petitioner Companies further submits that the present 2nd motion Petition is filed in consonance with Section 230 & 232 of the Companies Act, 2013 along with the order passed in Company Application CA (CAA) 180/KB of 2022.
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 **24/04/ 2023**.
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**” (English, Kolkata Edition) and “**Aaj Kaal**” (Bengali, Kolkata Edition) newspapers as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”).
8. Another notice pursuant to Section 230 and 232 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 or by post 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 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 Advocates/Authorised 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 to file affidavits confirming compliance of the abovementioned directions of this Tribunal, 3 (three) days' before the next date of hearing.
10. The Petitioner 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. Urgent Certified Copy of this order, if applied for be issued upon compliance with all requisite formalities.

(Rahul Bhatnagar)
Member(Technical)

(Bidisha Banerjee)
Member(Judicial)

Order signed on this, the 17th day of March, 2023

PJ