

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/60(KB)2024
IN
C.A.(CAA)/16(KB)2024

**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 04TH APRIL 2024

IN THE MATTER OF	ASHIAN OILS 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 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 Amit Trade Centre Private Limited, being the Applicant No. 2 abovenamed ("**Transferor Company No. 1**" or "**Amit**") and Torrent Properties Private Limited, being the Applicant No. 3 abovenamed ("**Transferor Company No. 2**" or "**Torrent**") with Ashian Oils Private Limited, being the Applicant No. 1 abovenamed ("**Transferee Company**" or "**Ashian**") , 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 41-59 of Petition)
3. By an order dated 29/02/2024 in Company Application (CAA) No. 16/(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. 208-213 of Petition):-**

Meetings dispensed: Meetings of the Equity Shareholders of the Petitioner No. 1, 2, 3 are dispensed with under Section 230(1) read with Section 232(1) of the Act.

3. (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 29/02/2024 made in Company Application (CAA) No. 16/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 12/03/2024, 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 12/03/2024
1	The Regional Director, Eastern Region, Ministry of Corporate Affairs	04/03/2024	219-220
2	The Registrar of Companies, West Bengal	04/03/2024	221-222
3	The Official Liquidator, High Court, Calcutta	04/03/2024	223-224
4	Nodal Officer, The Principal Chief Commissioner of Income Tax , West Bengal & Sikkim	05/03/2024	225-226
5	Nodal Officer, The Principal Chief Commissioner of Income Tax , West Bengal & Sikkim	05/03/2024	227-228
6	Nodal Officer, The Principal Chief Commissioner of Income Tax , West Bengal & Sikkim	05/03/2024	229-230
7	The Chief Commissioner of Income	04/03/2024	231-232

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(ii) In compliance with the said order dated 29/02/2024, the Petitioners have also duly served such notices by speed post and combined affidavit of service through speed post duly affirmed on 12/03/2024 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 12/03/2024
1	The Regional Director, Eastern Region, Ministry of Corporate Affairs	on 04/03/2024 delivered on 05/03/2024	233-235
2	The Registrar of Companies, West Bengal	on 04/03/2024 delivered on 05/03/2024	236-238
3	The Official Liquidator, High Court, Calcutta	on 04/03/2024 delivered on 05/03/2024	239-241
4	Nodal Officer, The Principal Chief Commissioner of Income Tax -1 , West Bengal	on 05/03/2024 delivered on 06/03/2024	242-244
5	Nodal Officer, The Principal Chief Commissioner of Income Tax- 1, West Bengal	on 05/03/2024 delivered on 06/03/2024	245-247
6	Nodal Officer, The Principal Chief Commissioner of Income Tax- 1, West Bengal	on 05/03/2024 delivered on 06/03/2024	248-250
7	The Chief Commissioner of Income Tax-1	on 04/03/2024 delivered on 05/03/2024	251-253

(iii) In compliance with the said order dated 29/02/2024, the Petitioners have also duly served such notices by email and combined affidavit of service through speed post duly affirmed on 12/03/2024 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 12/03/2024
1	The Regional Director, Eastern Region, Ministry of Corporate Affairs	10/03/2024	255-256
2	The Registrar of Companies, West Bengal	10/03/2024	257-258
3	The Official Liquidator, High Court, Calcutta	10/03/2024	259-260
4	DCIT, Central Circle :2(1)	10/03/2024	261-262
5	DCIT, Central Circle :2(1)	10/03/2024	263-264
6	DCIT, Central Circle :2(1)	10/03/2024	265-266
7	The Principle Chief Commissioner of Income Tax	10/03/2024	267-268
8	The Chief Commissioner of Income Tax-1	10/03/2024	269-270
9	Certificate in Compliance of Section 65B of Evidence Act	10/03/2024	254

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 **9th May, 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 "Business Standard" in English and "Aajkaal" 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 send 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.

Balraj Joshi
Member (Technical)

Bidisha Banerjee
Member (Judicial)