

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

C.P.(CAA)/67(KB)2024
IN
C.A.(CAA)/24(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 22ND APRIL 2024

IN THE MATTER OF	JUST KIDS FASHIONS PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearance (via video conferencing/physically)

Ms. Madhuri Pandey, CS] for the Petitioners

ORDER

1. This instant Petition has been filed under sections 230(6) read with Section 232(3) of the Companies Act, 2013 ("Act") for sanction of the Scheme of Amalgamation of Just Kids Fashions Private Limited (**Transferor Company**), and DDASA Fashions Private Limited (**Transferee Company**), w.e.f. 1st April, 2024 pursuant to Sec 230-232 of the Companies Act, 2013 and Rules made there under in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ("Scheme").
2. The registered office of the Transferee Company is at 161,Chittaranjan Avenue, 4th Floor, Unit No- 4A, Barabazar, Kolkata - 700007, in the State of West Bengal, within the jurisdiction of the Hon'ble National Company Law Tribunal, Kolkata Bench at Kolkata.

3. The Appointed date as per the Scheme is 1st April, 2024 as mentioned in the Scheme of Amalgamation annexed with the Petition as **Annexure-E** from page **103 to 144**.
4. By an Order dated March 19, 2024 in Company Application (CAA) **No.24/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:
 - a. Meetings_dispensed: In view of the fact that the Petitioner Company(s) for considering the Scheme, the meetings were dispensed with in view of all such class of Shareholders and Creditors having respectively given their consent to the Scheme by way of affidavits.
5. Authorized Representative appearing for the Petitioner(s) submits that all the shareholders and creditors duly approved the Scheme by way of affidavit with requisite majority and the Petitioner(s) now seek admission of this instant Petition presented by them for sanction of the Scheme.
6. The Authorized Representative for the Petitioner(s) further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said Order dated **March 19, 2024** made in Company Application (CAA) **No.24/KB/2024** notice along with all accompanying documents have already been served upon the following Statutory/Secretarial Authorities:

Company	Name of Statutory Authorities	Date of Service	Mode of Service
Both the Applicant Companies	Regional Director – Eastern Region (Ministry of Corporate Affairs);	21.03.2024	Hand Delivery
Both the Applicant	Registrar of Companies – West	21.03.2024	Hand Delivery

Companies	Bengal;		
Both the Applicant Companies	Official Liquidator;	21.03.2024	Hand Delivery
Transferor Company	Income Tax Authority Circle 9(1)	21.03.2024	Speed Post
Transferee Company	Income Tax Authority Ward Circle (43)	21.03.2024	Speed Post
Both the Applicant Companies	Chief Commissioner of Income Tax Department(s)	21.03.2024	Speed Post
Both the Applicant Companies	All the above Statutory Authority	21.03.2024	E-mail

An affidavit dated March 26, 2024 proving service, as aforesaid, is Annexed to the Petition as **Annexure-O** from page **196 to 217**.

7. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Petitioner(s), we admit the instant Petition and fix the next hearing on **12.06.2024**.
8. 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 Statesman** in English and **Dainik Statesman** in Bengali as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 ("**CAA Rules**").
9. 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 post and by email within two weeks 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 Authorized 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. CAA 3 of the CAA Rules with necessary variations, incorporating the directions herein.

10. The Petitioner(s) to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, at least 3 (three) days before the next date of hearing.
11. The Petitioner(s) may also file their rejoinder affidavit(s) dealing with the objections/observations, if any, of the Authorities, at least 2 (two) days before the next date of hearing.
12. Urgent certified copy of this Order, if applied for, be issued upon compliance with all requisite formalities.

D. Arvind
Member (Technical)

Bidisha Banerjee
Member (Judicial)