

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, (COURT-I)
KOLKATA**

C. A. (CAA) No. 127/KB/2024

An application under Section 230(1) read with Section 232(1) of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the law.

IN THE MATTER OF:

A Scheme of Amalgamation (First Motion):

ANUNEET DEALMARK PRIVATE LIMITED (CIN:U52590WB2012PTC178378) a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 and having its registered office at C/o Century Transport of India, Baikunthapur Roy Colony, JL No.- 02, Jalpaiguri, Siliguri, 734003 in the State of West Bengal.

.....Applicant No. 1/ Transferor Company No. 1

-And-

KAIRAVI DEALTRADE PRIVATE LIMITED (CIN:U52190WB2012PTC180130) a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 and having its registered office at C/o Century Transport of India, Baikunthapur Roy Colony, JL No.- 02, Jalpaiguri, Siliguri, 734003 in the State of West Bengal.

.....Applicant No. 2/ Transferor Company No. 2

-With-

LAKSH AUTOMOBILES PRIVATE LIMITED (CIN:U50100WB2009PTC131630) a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 and having its registered office at C/o Century Transport of India, Baikunthapur Roy Colony, JL No.- 02, Jalpaiguri, Siliguri, 734003 in the State of West Bengal.

.....Applicant No. 3/Transferee Company

IN THE MATTER OF:

- 1) Anuneet Dealmark Private Limited
- 2) Kairavi Dealtrade Private Limited
- 3) Laksh Automobiles Private Limited

..... Applicants

Date of Pronouncement: 05.07.2024

Coram:

Smt. Bidisha Banerjee : **Member (Judicial)**
Shri Balraj Joshi : **Member (Technical)**

Counsel on Record for the Applicant(s)/ Petitioner(s):

Gopal Kumar Khetan, PCA

ORDER

Per: Balraj Joshi, Member (Technical)

1. The court convened through hybrid mode.
2. The instant application has been filed in the first stage of the proceedings under Section 230(1) read with Section 232(1) of the Companies Act, 2013 (“Act”) for orders and directions with regard to meetings of shareholders and creditors in connection with the Scheme of Amalgamation of **Anuneet Dealmark Private Limited**, being the Applicant No. 1 above named (“**Transferor Company 1**”) and **Kairavi Dealtrade Private Limited**, being the Applicant No. 2 above named (“**Transferor Company 2**”) with **Laksh Automobiles Private Limited**, being the Applicant No. 3 above named (“**Transferee Company**”) and whereby and where under the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, viz. **01st day of April, 2023** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“**Scheme**”). A copy of the Scheme of Amalgamation is annexed to the Company Application being **Annexure- A in Volume 1 at Pg Nos. 19 - 52**.

3. The Board of Directors of the Applicant Companies at their Board Meetings held on March 25, 2024 approved and resolved to carry out the Scheme of Amalgamation. A copy of the resolution passed by the Board of Directors of the Applicant Companies is annexed to the Company Application being **Annexure- E** in **Volume 2** at **Pg Nos. 204 - 206**.

4. It is submitted by Ld. Authorized Representative appearing for the Applicants that the equity shares of none of the Applicant Companies are listed on any of the stock exchanges.

Further, the Applicants have the following classes of shareholders and creditors :

<u>Particulars</u>	<u>No. of Equity Shareholders</u>	<u>No. of Preference Shareholders</u>	<u>No. of creditors (Secured)</u>	<u>No. of creditors (Unsecured)</u>
Anuneet Dealmark Private Limited (Applicant No. 1)	4	NIL	NIL	NIL
Consent Page No.	Vol 2 @ Pg 232 - 239	N/A	N/A	N/A
Kairavi Dealtrade Private Limited (Applicant No. 2)	2	NIL	NIL	NIL
Consent Page No.	Vol 2 @ Pg 242 - 245	N/A	N/A	N/A
Laksh Automobiles Private Limited (Applicant No. 3)	3	NIL	5	10
Consent Page No.	Vol 2 @ Pg 248 - 255	N/A	Vol 2 @ Pg 292 - 295	Vol 2 @ Pg 267 – 291

5. The certificate by the Chartered Accountants in respect of all the Applicant Companies verifying conformity with Accounting Standards under Section 133 of the Companies Act 2013 is annexed with the Company Application being **Annexure - D** in **Volume 2** at **Pg Nos. 201 - 203**.

6. Ld. Authorized Representative appearing for the applicants submits that the meetings of the Equity Shareholders of all the Applicant Companies be dispensed with in view of shareholders representing 100% in value of shares of all the Applicant Companies having respectively given their consent to the Scheme by way of affidavits being **Annexure- G** in **Volume- 2** at **Pg Nos. 232– 255**.
7. Ld. Authorized Representative further submits that the meetings of the Unsecured Creditors of Applicant Company No. 3 be dispensed with in view of all such creditors representing 100% in value having given their consent to the Scheme by way of affidavits being **Annexure- I** in **Volume- 2** at **Pg Nos. 267 – 291**.
8. Ld. Authorized Representative further submits that the meetings of the Secured Creditors of Applicant Company No. 3 be dispensed with in view of such creditors representing 93.57% in value having given their consent to the Scheme by way of affidavits being **Annexure- I** in **Volume- 2** at **Pg Nos. 292 - 295**.
9. Ld. Authorized Representative further submits that there are NIL Unsecured Creditors and Secured Creditors in Applicant Company Nos. 1 and 2. The Petitioners now seek admission of the instant application presented by them for sanction of the Scheme.
10. Ld. Authorized Representative for the Petitioners further submits that the present Scheme is an arrangement between the Applicant Companies and none of the members, shareholders, and creditors will be affected by the Scheme.
11. Heard Ld. Authorized Representative for the Petitioners and upon perusing the records and documents in the instant proceedings and considering the submission made on behalf of the Applicants, we allow the instant application and make following orders: -
 - a) In view of the consents given through affidavit by all the Equity Shareholders of all the Applicant Companies, the meeting of Equity Shareholders is hereby dispensed with.

- b) In view of the consents given through affidavit by all the Unsecured Creditors of Applicant Company No. 3, the meeting of the said Unsecured Creditors is hereby dispensed with.
- c) In view of the consents given through affidavit by the Secured Creditors of Applicant Company No. 3, the meeting of the said Secured Creditors is hereby dispensed with.
- d) The Applicants to serve a notice under Section 230(5) of the Companies Act, 2013 along with all 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, Kolkata.
 - The Registrar of Companies, Kolkata, West Bengal, with whom the Applicants are registered.
 - The Official Liquidator, High Court at Calcutta.
 - The Income Tax Department including the Chief Commissioner of Income Tax having jurisdiction over the Applicants.
 - Jurisdictional **GST** Authorities, as applicable.

These notices shall be sent by hand delivery through special messenger, by speed post & email within two weeks from the date of receiving this order. Such notices shall be sent pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA 3 of the said Rules with necessary variations, incorporating the directions herein. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 (thirty) days from the date of receipt of the notice with a copy of such representation being simultaneously sent to the Counsel of the said Applicants. 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 of Amalgamation.

12. The Applicants shall file an affidavit proving service of notices and compliance of all directions contained herein.

13. The application being **C.A.(CAA) No. 127/KB/2024** is **disposed of**.
14. 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)

This Order signed on 05.07.2024.

SSG