

**NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH  
KOLKATA**

C.P.(CAA)/127(KB)2023  
IN  
C.A.(CAA)/60(KB)2023

**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 30<sup>TH</sup> AUGUST, 2023, 02:00 P.M**

IN THE MATTER OF	SUDERSHAN FINCON PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

**Appearance (via video conferencing/physically)**

**ORDER**

1. 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 **Sudershan Fincon Private Limited**, being the Petitioner No. 1 abovenamed ("Petitioner/1<sup>st</sup> Transferor Company"), **Subhdhristi Investment Consultants Private Limited**, being the Petitioner No. 2 abovenamed ("Petitioner/2<sup>nd</sup> Transferor Company"), **Everlink Vanijya Private Limited**, being the Petitioner No. 3 abovenamed ("Petitioner/3<sup>rd</sup> Transferor Company"), with **Narottamka Trade & Vyapaar Private Limited**, being the Petitioner No. 4 abovenamed ("Petitioner" or "Transferee Company") whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date, viz 1<sup>st</sup> April 2022 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ("Scheme").
2. By an order dated 19-May-2023 in Company Application (CAA) No. 60/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 dispensed for Equity Shareholder: Meetings of the Equity Shareholders of the Applicant No.1, Equity Shareholders of the Applicant No.2, Equity Shareholders of the Applicant No.3 and Equity Shareholders of the Applicant No.4 are dispensed with under Section 230(1) read with Section 232(1) of the Act.*
  - (b) *The Applicant Companies have NIL Secured Creditors. The NIL Secured Creditors of all the Applicant Companies have been verified by the Auditors' Certificate.*

- (c) *Meetings dispensed for Unsecured Creditors: Meetings of the Unsecured Creditors of the Applicant No.1, Unsecured Creditors of the Applicant No.2, Unsecured Creditors of the Applicant No.3 and Unsecured Creditors of the Applicant No.4 are dispensed with under Section 230(1) read with Section 232(1) of the Act.*
- (c) *Meetings to be held: No meeting is required to be held.*
3. Ld. Counsel appearing for the Petitioner(s) submits that the Petitioner(s) now seek admission of the instant petition presented by them for sanction of the Scheme.
4. The Learned Counsel for the Petitioner(s) further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 19-May-2023 made in Company Application (CAA) No. 60/KB/2023, notice along with all accompanying documents has already been served on the Statutory/Sectoral Authorities, as directed by the said order, including upon
- (a) The Central Government through Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata by Hand delivery on 26/05/2023, by Speed post on 30/05/2023 and by E-mail on 31/05/2023;
- (b) Registrar of Companies, Kolkata with whom the Petitioner(s) are registered by Hand delivery on 26/05/2023, by Speed post on 30/05/2023 and by E-mail on 31/05/2023;
- (c) Official Liquidator attached to the Hon'ble High Court, Kolkata, having jurisdiction over the Petitioner Company by Hand delivery on 26/05/2023, by Speed post on 30/05/2023 and by E-mail on 31/05/2023;
- (d) The concerned Income Tax Assessing Officer along with the Chief Commissioner of Income Tax by Hand delivery on 26/05/2023, by Speed post on 30/05/2023 and by E-mail on 31/05/2023 with Permanent Account Number (PAN) of the Petitioners;
5. An Affidavit proving Service of Notice has been filed by the Petitioners on 09-June-2023.
6. 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 date of hearing on **16.10.2023**.

7. 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 **Financial Express** (Kolkata Edition) in English and **Aajkaal**(Kolkata Edition) 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 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 speed post and 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 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.
9. The Petitioner(s) to file an affidavit confirming compliance of the abovementioned directions of this Tribunal, 3 (Three) days before the next date of hearing.
10. The Petitioner(s) 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. 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)**