

NATIONAL COMPANY LAW TRIBUNAL

COURT ROOM NO. 1,

MUMBAI BENCH

Item No. 02

C.P.(CAA)/42(MB)2024 IN C.A.(CAA)/270(MB)2022

CORAM:

SH. PRABHAT KUMAR

JUSTICE V.G. BISHT (Retd.)

HON'BLE MEMBER (TECHNICAL)

HON'BLE MEMBER (JUDICIAL)

ORDER SHEET OF THE HEARING ON **19.03.2024**

NAME OF THE PARTIES: **CUELINKS TECHNOLOGY PRIVATE LIMITED**

Section 230-232 of the Companies Act, 2013

ORDER

1. Learned Counsel for the Petitioners submit that in pursuance of the directions contained in order dated 19th December, 2023 ("Order") passed by this Tribunal in C.A. (CAA)/270(MB)2022, the meetings of the Equity shareholders of the First Petitioner Company, Second Petitioner Company and Third Petitioner Company were dispensed with in view of consent affidavits filed for the Equity Shareholders of the First Petitioner Company, Second Petitioner Company and Third Petitioner Company.

2. Learned Counsel for the Petitioner Companies states that there are no Secured Creditors in the Petitioner Companies and in pursuance of the directions contained in the Order passed by this Tribunal in C.A. (CAA)/270(MB)2022, the meetings of Unsecured Creditors of the First Petitioner Company, Second Petitioner Company and Third Petitioner Company were dispensed in view of the consent affidavits filed for the Unsecured Creditors of the Petitioner Companies.

3. In pursuance of the said Order, the Petitioner Companies have served notices upon the (i) Regional Director, Western Region (ii) Registrar of Companies, Mumbai (iii) Official

Liquidator, Bombay High Court, (iv) Office of Goods and Service Tax Department, (v) Concerned Income Tax Authorities and (vi) Income Tax Nodal Officer in so far as the First Petitioner Company, Second Petitioner Company and Third Petitioner Company is concerned as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 by email, registered post, speed post and hand delivery.

4. In view of the above the present Company Scheme Petition seeking sanction of the Scheme of Amalgamation (Merger by Absorption) is admitted with the following directions.

5. Heard the counsel appearing for the Petitioner and above Petition is admitted.

6. The Petitioner Companies are directed to serve notices of final hearing along with copy of the scheme upon:-

- a. The Central Government, through Regional Director, Everest, 5th Floor, 100 Marine Drive, Mumbai-400002;
- b. Registrar of Companies, Mumbai;
- c. Jurisdictional Income Tax Authorities within whose jurisdiction the respective Petitioner Companies assessments are made; and the Nodal Authority in the Income Tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai, Address: 3rd Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai 020, Phone No. 400 022-22017654 [E-mail: Mumbai.pccit@incometax.gov.in];
- d. GST Department;
- e. Official Liquidator in case of transferor company, if any;

7. The Petitioner Companies shall publish the notice at least 10 days before the next date of hearing in two newspapers i.e. "Navshakti" in Marathi language and "Business Standard" in English language.

8. The Petitioner Companies shall host notices along with the copy of the Scheme on their respective websites, if any.

9. The Petitioner Companies shall file Compliance Report with the registry in lieu of

customary affidavit of service in regard to the directions given by the Tribunal at least three days before the date fixed for final hearing and do report to this Tribunal that the directions have been duly complied with.

10. List this matter on Board on **26.04.2024**.

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PRABHAT KUMAR
MEMBER (TECHNICAL)

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JUSTICE V.G. BISHT
MEMBER (JUDICIAL)

Rehan Shaikh