

(2022) 01 NCLT CK 0067

National Company Law Tribunal, Kolkata Bench

Case No: TA/3(KB)2021 [C.A. (CAA) No. 15/Chd/Hry/2021] and TA/4(KB)2021 [C.A. (CAA) No. 59/230/232/ND/2021] Connected with C.A. (CAA) No. 126/ KB /2021

Tansa Agro Private
Limited

APPELLANT

Vs

Registrar of Companies

RESPONDENT

Date of Decision: Jan. 27, 2022**Acts Referred:**

Companies Act, 2013 " Section 230, 230(1), 230(5), 231, 232, 232(1)#Companies
(Compromises, Arrangements and Amalgamations) Rules, 2016 " Rule 8(2), 16(d)

Citation: (2022) 01 NCLT CK 0067**Hon'ble Judges:** Rohit Kapoor, Member J; Harish Chander Suri, Member, T**Bench:** Division Bench**Advocate:** Abhishek Nahta, Avinash Kaur, Rishabh Sachdeva**Final Decision:** Disposed Of

Judgement

Harish Chander Suri, Member (Technical):

1. The Transferor Company No. 1 and 2 have their registered offices in Haryana and the Transferor Company No. 3 has its registered office in New

Delhi. All the other companies in the scheme have their registered offices in West Bengal. A separate application has been filed by Transferor

Company 1 and Transferor Company 2 in NCLT Chandigarh under section 230-232 of the Companies Act, 2013. The transferor Company 3 has filed

a separate application in NCLT Delhi under section 230-232 of the Companies Act, 2013. A separate application has been filed by the Transferor

Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7 and the Transferee Company with NCLT Kolkata under section

230-232 of the Companies Act, 2013. The Transferor Company No.1, Transferor Company No.2 and Transferor Company No. 3 filed an application

under Rule 16(d) of the NCLT Rules, 2016 before the President, NCLT with the following prayers:

a) C.A. (CAA) No. 59/230/232/ND/2021, Delhi Bench be transferred to the Kolkata Bench under Rule 16(d) of the Companies (NCLT)

Rules, 2016.

b) C.A. (CAA) No. 15/Chd/Hry/2021, Chandigarh Bench be transferred to Kolkata Bench under Rule 16(d) of the Companies (NCLT) Rules, 2016.

2. The application had been allowed by Hon'ble Principle Bench, New Delhi and directed that C.A. (CAA) No. 59/230/232/ND/2021 pending

before Delhi bench and C.A. (CAA) No. 15/Chd/Hry/2021 pending before the Chandigarh Bench of NCLT be transferred to Kolkata Bench.

Accordingly, Transfer Application vide [C.A. (CAA) No. 15/Chd/Hry/2021] having been numbered with T A/3(KB)2021 and Transfer Application

vide [C.A. (CAA) No. 59/230/232/ND/2021] having been numbered with TA/4(KB)2021 to be continued with this Bench.

3. The Company Application vide CA (CAA) No. 126/KB/2021, Reserved for Orders on 01.12.2021; TA/3(KB)2021 and TA/4(KB)2021 are

connected applications tagged with CA (CAA) No. 126/KB/2021 and the matters are finally Reserved for Orders on 04.01.2022.

4. The instant applications have 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 the dispensation of the meetings of shareholders and creditors in connection with the

Scheme of Amalgamation for amalgamation of Tansa Agro Private Limited (Transferor Company 1/Applicant Company 1), Tunga Agro Private

Limited (Transferor Company 2/Applicant Company 2), Centron Infra Projects Private Limited (Transferor Company 3/Applicant Company 3),

Gurukul Properties Private Limited (Transferor Company 4/Applicant Company 4),
Strategic Vintrade Private Limited (Transferor Company

5/Applicant Company 5) Nucons Infratech Private Limited (Transferor Company
6/Applicant Company 6), Shree Basudev Exports Private Limited

(Transferor Company 7/Applicant Company 7) with Ramsisaria Builders Limited; above
named ("Transferee Company"/Applicant Company 8)

whereby and where under the Transferor Companies are proposed to be amalgamated
with the Transferee Company from the Appointed Date, 01st

April, 2020 in the manner and on the terms and conditions stated in the said Scheme of
Amalgamation (Ã¢â¬ÅSchemeÃ¢â¬Å).

5. It is submitted by Ld. counsel appearing for the Applicants that the Transferee
Company is an NBFC Company.

6. It is submitted by Ld. counsel appearing for the Applicants that the Appointed Date is
01st April, 2020.

7. It is submitted by Ld. counsel appearing for the Applicants that the Valuation has been
carried out Shri Amit Kumar, IBBI Registered Valuer with

Regn. No. IBBI/RV/11/2019/12492.

8. It is submitted by Ld. counsel appearing for the Applicants that the Applicants have the
following classes of shareholders and creditors:-

a. TRANSFEROR COMPANY NO 1 / APPLICANT COMPANY NO. 1

Number of EQUITY SHAREHOLDERS: 2 as on 31st December, 2020

Number of PREFERENCE SHAREHOLDERS: NIL

Number of SECURED CREDITORS: NIL as on 31st December, 2020

Number of UNSECURED CREDITORS: 3 as on 31st December, 2020

b. TRANSFEROR COMPANY NO 2/ APPLICANT COMPANY NO. 2

Number of EQUITY SHAREHOLDERS: 2 as on 31st December, 2020

Number of PREFERENCE SHAREHOLDERS: NIL

Number of SECURED CREDITORS: NIL as on 31st December, 2020

Number of UNSECURED CREDITORS: NIL as on 31st December, 2020

c. TRANSFEROR COMPANY NO 3/ APPLICANT COMPANY NO. 3

Number of EQUITY SHAREHOLDERS: 2 as on 31st December, 2020

Number of PREFERENCE SHAREHOLDERS: NIL

Number of SECURED CREDITORS: NIL as on 31st December, 2020

Number of UNSECURED CREDITORS: 2 as on 31st December, 2020

d. TRANSFEROR COMPANY NO 4/ APPLICANT COMPANY NO. 4

Number of EQUITY SHAREHOLDERS: 3 as on 31st December, 2020

Number of PREFERENCE SHAREHOLDERS: NIL

Number of SECURED CREDITORS: NIL as on 31st December, 2020

Number of UNSECURED CREDITORS: 2 as on 31st December, 2020

e. TRANSFEROR COMPANY NO 5/ APPLICANT COMPANY NO. 5

Number of EQUITY SHAREHOLDERS: 2 as on 31st December, 2020

Number of PREFERENCE SHAREHOLDERS: NIL

Number of SECURED CREDITORS: NIL as on 31st December, 2020

Number of UNSECURED CREDITORS: 1 as on 31st December, 2020

f. TRANSFEROR COMPANY NO 6/ APPLICANT COMPANY NO. 6

Number of EQUITY SHAREHOLDERS: 3 as on 31st December, 2020

Number of PREFERENCE SHAREHOLDERS: NIL

Number of SECURED CREDITORS: NIL as on 31st December, 2020

Number of UNSECURED CREDITORS: 1 as on 31st December, 2020

g. TRANSFEROR COMPANY NO 7/ APPLICANT COMPANY NO. 7

Number of EQUITY SHAREHOLDERS: 9 as on 31st December, 2020

Number of PREFERENCE SHAREHOLDERS: NIL

Number of SECURED CREDITORS: NIL as on 31st December, 2020

Number of UNSECURED CREDITORS: NIL as on 31st December, 2020

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h. TRANSFEREE COMPANY/ APPLICANT COMPANY NO. 8

Number of EQUITY SHAREHOLDERS: 25 as on 31st December, 2020

Number of PREFERENCE SHAREHOLDERS: NIL

Number of SECURED CREDITORS: NIL as on 31st December, 2020

Number of UNSECURED CREDITORS: 1 as on 31st December, 2020

9. It is further submitted that all Equity Shareholders of the Applicant Companies have already given their consent to the Scheme by way of affidavits

which are annexed to the application.

10. It is further submitted that none of the Applicant Companies have Secured Creditors as verified by Auditors Certificate which are annexed to the

application.

11. It is further submitted that Unsecured Creditors of Transferor Company No 1 / Applicant Company No. 1 representing 100% of the value of

Unsecured Creditors have already given their consent to the Scheme by way of affidavits which are annexed to the Application.

12. It is further submitted that Unsecured Creditors of Transferor Company No 3 / Applicant Company No. 3 representing 100% of the value of

Unsecured Creditors have already given their consent to the Scheme by way of affidavits which are annexed to the Application.

13. It is further submitted that Unsecured Creditors of Transferor Company No 4 / Applicant Company No. 4 representing 100% of the value of

Unsecured Creditors have already given their consent to the Scheme by way of affidavits which are annexed to the Application.

14. It is further submitted that Unsecured Creditors of Transferor Company No 5 / Applicant Company No. 5 representing 100% of the value of

Unsecured Creditors have already given their consent to the Scheme by way of affidavits which are annexed to the Application.

15. It is further submitted that Unsecured Creditors of Transferor Company No 6 / Applicant Company No. 6 representing 100% of the value of

Unsecured Creditors have already given their consent to the Scheme by way of affidavits which are annexed to the Application.

16. It is further submitted that Unsecured Creditors of Transferee Company / Applicant Company No. 8 representing 100% of the value of

Unsecured Creditors have already given their consent to the Scheme by way of affidavits which are annexed to the Application.

17. Directions are sought accordingly for dispensing with the meeting of equity shareholders of the Applicant Companies, Unsecured Creditors of

Applicant Companies and for recording that there is no requirement of meeting of Secured Creditors of Applicant Companies in view of NIL Secured

Creditors verified by auditors certificate.

18. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicant(s), we allow

the instant application and make the following orders:-

a. Meetings dispensed: Meeting of Equity Shareholders of all the Applicant Companies and meeting of Unsecured Creditors of Applicant Company Nos. 1, 3, 4, 5, 6 &

8 are dispensed with under Section 230(1) read with Section 232(1) of the Act and in view of all such Equity Shareholders and over 90% in value of all such

Unsecured Creditors having respectively given their consent to the Scheme by way of affidavits.

b. No requirement of Meetings: NIL Secured Creditors of Applicant Companies and NIL Unsecured Creditors of Applicant Company Nos. 2 & 7 as verified by

auditor's certificate.

c. Meetings to be held: No meeting is directed to be held.

19. 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:

- a. Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata;
- b. Registrar of Companies with whom the Applicant Companies are registered;
- c. Official Liquidator; High Court Calcutta;
- d. Income Tax Department having jurisdiction over the Applicant Companies;
- e. Reserve Bank of India;

Ã, by sending the same by hand delivery through special messenger, by speed post and by email within two weeks from the date of receiving this order. The notice

shall specify that representation, if any, should be filed before this Tribunal within 30 days from the date of receipt of the notice with a copy of such representation

being simultaneously sent to the Ld. 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. Such notice 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. CAA3 of the said Rules with necessary

variations, incorporating the directions herein.

20. The Applicant(s) to file an affidavit proving service of notices and compliance of all directions contained herein.

21. The Transfer Applications being TA/3(KB)2021 and TA/4(KB)2021 along with C.A. (CAA) No. 126/KB/2021 are disposed of accordingly.

22. Urgent certified copy of this order, if applied for, be supplied to the parties, subject to compliance with all requisite formalities.