



**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH-I
KOLKATA**

C. A. (CAA) No. 147/(KB)/2023

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 law.

In the Matter of:

1st motion of Amalgamation

- 1. Brightway Dealcom Private Limited, (CIN: U52190WB2010PTC152646)** a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 135 Canning Street First Floor Kolkata 700001, West Bengal.

..... Applicant Company No. 1/ Transferee Company
And

- 2. Agave Vintrade Private Limited, (CIN: U51109WB2008PTC126627)** a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 12 British India Street Kolkata 700069, West Bengal.

..... Applicant Company No. 2/ Transferor Company No. 1
And

- 3. Campbell Residency Limited, (CIN: U70102WB2015PLC205848)** a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 21, Hemanta Basu Sarani 2nd Floor, Room No. 230 Kolkata – 700001, West Bengal.

..... Applicant Company No. 3/ Transferor Company No. 2
And

In the matter of:

- 1. Brightway Dealcom Private Limited;**
- 2. Agave Vintrade Private Limited;**
- 3. Campbell Residency Limited;**

.....Applicant(s)

Date of Hearing: 18/07/2023

Date of pronouncing the order: 25/08/2023

Coram:

Shri Rohit Kapoor : Member (Judicial)

Shri Balraj Joshi : Member (Technical)

Authorised Representative on Record for the Applicant(s): (via video conferencing):

Mr. Shashi Agarwal, CA : For Petitioner

ORDER

Per: Rohit Kapoor, Member (Judicial)

1. 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 dispensation of meeting of shareholders in connection with the Agave Vintrade Private Limited (“Transferor Company No. 1” or “Agave”) and Campbell Residency Limited (“Transferor Company No. 2” or “Campbell”) with Brightway Dealcom Private Limited (“Transferee Company” or “Brightway”) whereby and where under the Transferor Company is proposed to be amalgamated with the Transferee Company from the **Appointed Date, viz. 1st Day of April, 2022** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”). **(Page No.134-153 of Application).**
2. It is submitted by Ld. counsel appearing for the Applicant(s) submit that the shares of the Applicant No. 1, 2 and 3 are not listed in any stock exchanges. Further, the Applicant(s) have the following classes of shareholders and creditors:

Sl. No.	Name of Applicant Companies	Equity Shareholders (Nos)	Preference Shareholders (Nos)	Secured Creditors (Nos)	Unsecured Creditors (Nos)
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IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH (Court -I)
KOLKATA
Brightway Dealcom Private Limited & Ors..

C.A. (CAA) No. 147/KB/2023



1.	Brightway Dealcom Private Limited	5 Nos. (Page No. 168 – 182 of Application) NOC in Affidavit – 100 %	Nil	Nil	Nil
2.	Agave Vintrade Private Limited	2 Nos. (Page No. 183 - 189 of Application) NOC in Affidavit - 100 %	Nil	Nil	Nil
3.	Campbell Residency Limited	8 Nos. (Page No. 190 - 213 of Application) NOC in Affidavit - 100 %	Nil	Nil	Nil

3. The Scheme was approved unanimously by the respective Board of Directors of the Applicant Companies at their **meetings held on 12/05/2023** respectively. **(Page No. 154 - 156 of Application).**
4. The Statutory Auditors of respective Applicant Companies have by their certificates confirmed that the accounting treatment in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013. **(Page No. 220 - 222 of Application).**
5. The exchange ratio of shares in consideration of the Amalgamation has been fixed on a fair and reasonable basis and on the basis of the Report thereon of **Pranab Kumar Chakrabarty, Registered Valuer. (Page No. 157 - 167 of Application).**
6. It is submitted that all Equity Shareholders of the Applicant No. 1, 2 and 3 have already given their consent to the Scheme by way of affidavits which are annexed to the application. Applicant No. 1, 2 and 3 have no creditors.



7. Directions are sought for dispensing with meetings of the Equity shareholders, of Applicant No. 1, 2 and 3 who have already given their consent to the Scheme.
8. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicants, we allow the instant application and make the following orders: -

Meetings dispensed: Meetings of the Equity Shareholders of the Applicant No. 1, 2 and 3 are dispensed-with under Section 230(1) read with Section 232(1) of the Act. Further, meeting of Secured Creditor of Applicant No. 1, 2 and 3 and meeting of Unsecured Creditor of Applicant No. 1, 2 and 3 is not required, as there are no creditors.

9. 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 be served upon the following Statutory Authorities: -
 - a) Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata;
 - b) Registrar of Companies with whom the Applicant is registered;
 - c) Official Liquidator; and
 - d) Income Tax Department and Commissioner of Income Tax having jurisdiction over the Applicant;

by sending the same by hand delivery through special messenger or by post and also 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 Authorised Representative of the said Applicant. 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 Composite Scheme of Arrangement. 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 Arrangement/ Demergers) Rules 2016 in Form



No. CAA3 of the said Rules with necessary variations, incorporating the directions herein.

10. The application being **Company Application (CAA) No. 147/(KB)/2023** is **disposed of** accordingly.
11. The applicants to file an affidavit proving service of notices to all statutory /sectoral authorities and compliance of all the directions contained.
12. Connected Company Petition should be filed within a period of four weeks from the date of issue of this order.
13. Urgent Certified copy of this order, if applied for, be supplied to the parties, subject to compliance with all requisite formalities.

(Balraj Joshi)
Member (Technical)

(Rohit Kapoor)
Member (Judicial)

Order signed on: 25th of August, 2023.

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