

**In the National Company Law Tribunal
Kolkata Bench (Court-I), Kolkata**

C.P. (CAA)/135(KB) 2022
Connected with
C.A.(CAA)/75(KB)2022

A petition under section 230(1) read with section 232(1) - Companies act, 2013

In the Matter of:

Tulip Dealtrade Private Limited a Company incorporated under the ¹[Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013], having Corporate Identification No. U51109WB2010PTC143234 and its registered office at Room No. 07, Ground Floor Ganeshayan Building, Sevoke Road Siliguri, Darjeeling, WB-734001.

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

AND

Primerose Tradecom Private Limited a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U51909WB2010PTC143235 and its registered office at Room No. 07, Ground Floor Ganeshayan Building, Sevoke Road Siliguri, Darjeeling, WB-734001.

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

WITH

Gannayak Food and Beverages Private Limited a Company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013, having Corporate Identification No. U15500WB2007PTC119027 and its registered office at Room No. 07, Ground Floor Ganeshayan Building, Sevoke Road Siliguri, Darjeeling, WB-734001.

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

And

In the matter of:

1. Tulip Dealtrade Private Limited
2. Primerose Tradecom Private Limited
3. Gannayak Food and Beverages Private Limited

. Petitioner(s)

Date of Hearing: 06/09/2022

Date of pronouncing the order:12/10/2022

Coram:

Shri Rohit Kapoor, Member (Judicial)

Shri Balraj Joshi, Member (Technical)

Counsel on Record for the Petitioner(s):

Shri Varun Jain, Adv.

ORDER

Per Balraj Joshi, Member (Technical):

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 **Tulip Dealtrade Private Limited**, being the Petitioner No.1 above named (“**Transferor Company**” or “**Petitioner No.1**”) and **Primerose Tradecom Private Limited**, being the Petitioner No.1 above named (“**Transferor Company**” or “**Petitioner No.2**”) with Gannayak Food and Beverages Private Limited, being the Petitioner No.3 above named (“**Transferee Company**” or “**Petitioner No.3**”) whereby and where under the Transferor Company is proposed to be amalgamated with the Transferee Company from the **Appointed Date, viz 01.04.2021** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“**Scheme**”).
2. By an order dated 28.07.2022 in Company Application being -C.A. (CAA)/75(KB) 2022, 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: Meetings of the Equity Shareholders of the Petitioner No.1 and meetings of the Equity Shareholders of the Petitioner No.2 and meetings of the Equity Shareholders and Secured Creditors of the Petitioner No. 3 are dispensed with under Section 230(1) read with Section 232(1) of the Act.
3. The Learned Counsel for the Petitioner(s) further submits that in compliance with Section 230(5) of the Companies Act, 2013, notice along with all accompanying documents has already been served on 02.08.2022 on the Statutory/Sectoral Authorities, including upon the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; Registrar of Companies with whom the Petitioner(s) are registered; Income Tax Department having jurisdiction over the Petitioner(s); Official Liquidator. The above mentioned Authorities, have not filed their representation so far.

4. 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 **14.11.2022**.
5. 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 **Telegraph** in English and **Uttarbanga Sambad** in Bengali/vernacular language as per Rule 16(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”).
6. 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 Advocate Varun Jain 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.
7. 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.
8. 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.
9. Certified copy of the order may be issued, if applied for, upon compliance with all the requisite formalities.

Balraj Joshi
Member (Technical)

Rohit Kapoor
Member (Judicial)

Signed on this, the 12th day of October, 2022.