



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

**C.P. (CAA) No. 70/ KB /2022
Connected with
C.A (CAA) No. 223/KB/2021**

In the Matter of the Companies Act, 2013 - Section 230 to 232 of the Companies Act, 2013.

And

In the matter of:

SRI GANESH CEMENT PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN:U26940WB2011PTC169911) and having its Registered Office at Electronic Centre, Room No: 5F, 1/1A, Biplabi Anukul Chandra Street, Kolkata- 700072 in the State of West Bengal.

TRANSFEROR COMPANY/ PETITIONER NO. 1

And

In the matter of:

JCI CEMENT PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN: U23101WB1992PTC056362) and having its Registered Office at 5F Electronic Centre, 1/1A Biplabi Anukul Ch Avenue, Kolkata - 700072 in the State of West Bengal.

TRANSFEROR COMPANY/ PETITIONER NO. 2

And

In the matter of:

GAJENDRA FISCAL SERVICES PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN: U63090WB1989PTC047731) and having its Registered Office at White Towers, 115 College Street, Kolkata- 700012 in the State of West Bengal.

TRANSFEROR COMPANY/ PETITIONER NO. 3

And

In the matter of:

GAUHATI BHOPAL TRANSPORT CO PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN : U63090WB1992PTC054067) and having its Registered Office at 46B Rafi Ahmed Kidwai Road, P S Bowbazar, Kolkata - 700016 in the State of West Bengal.



TRANSFEROR COMPANY/ PETITIONER NO. 4

And

In the matter of:

S.K.J. COKE INDUSTRIES LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having Corporate Identification Number (CIN: U23101WB1994PLC065139) and having its Registered Office at 1/1A Princeep Street, 5F, Electronic Centre Kolkata- 700072 in the State of West Bengal.

TRANSFeree COMPANY / PETITIONER NO. 5

And

In the Matter of :

1. Sri Ganesh Cement Private Limited
2. JCI Cement Private Limited
3. Gajendra Fiscal Services Private Limited
4. Gauhati Bhopal Transport Co Private Limited
5. S.K.J. Coke Industries Limited

.....**PETITIONERS**

Date of Hearing : 21.06.2022

Order Pronounced on : 21.06.2022

Coram:

Shri Rohit Kapoor, :Member (Judicial)
Shri Harish Chander Suri :Member (Technical)

Appearances (via video conferencing) :

For the Petitioners : Ms. Arti Vyas, Practicing Company Secretary

ORDER

Per: Harish Chander Suri, Member (Technical)

1. The Court convened by video conference today.
2. The instant petition has been filed under Section 230 to 232 of the Companies Act, 2013 ("Act") for sanction of the Scheme of Amalgamation of Sri Ganesh Cement Private Limited, being the Petitioner No.1 abovenamed ("**Transferor Company**" or **Petitioner No. 1**"), JCI Cement Private Limited, being the Petitioner No. 2 abovenamed ("**Transferor Company**" or **Petitioner No. 2**"), Gajendra Fiscal Services Private Limited, being the Petitioner No. 3 abovenamed ("**Transferor Company**" or **Petitioner No. 3**") and Gauhati Bhopal Transport Co



Private Limited, being the Petitioner No. 4 abovenamed (“**Transferor Company**” or **Petitioner No. 4**”) with S.K.J. Coke Industries Limited, being the Petitioner No. 5 abovenamed (“**Transferee Company**” or **Petitioner No. 5**”) whereby and where under the Transferor Companies is proposed to be amalgamated with the Transferee Company from the Appointed Date, being 01.04.2021 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“**Scheme**”).

3. By an order dated 22.03.2022 in Company Application (CAA) No. 223/KB/2021, this Tribunal made the following directions with regard to meetings of shareholders and creditors under Section 230 to 232 of the Act.

- (a) **Meetings dispensed**: Meeting of the Equity Shareholders of the Petitioner No.1, Meeting of the Equity Shareholders of the Petitioner No. 2, Meeting of the Equity Shareholders of the Petitioner No. 3, Meeting of the Equity Shareholders of the Petitioner No. 4 and Meeting of the Equity Shareholders of the Petitioner No. 5 for considering the Scheme were dispensed with in view of the consent given in affidavit by all the shareholders of the Petitioner Companies.

Meeting of the Unsecured Creditor of the Petitioner No 5 for considering the Scheme are dispensed with in view of consent by 100% in value of unsecured creditors of Petitioner Companies having respectively given their consent to the Scheme by way of affidavits.

- (b) **No requirement of Meetings**

Secured Creditors of all the Petitioner Companies and Unsecured Creditors of Petitioner Companies No. 1, 2, 3 and 4 -NIL Creditors verified by auditors certificate.

4. The Ld. Counsel appearing for the Petitioners submits that the meeting of the Equity Shareholders of Petitioner Companies for considering the Scheme were dispensed with, the meeting of the Unsecured Creditors of Petitioner No 5 for considering the Scheme were dispensed with and there was no requirement of meeting of Secured Creditors of all the Companies in view of NIL creditors evidenced by auditors certificate, and there was also no requirement of meeting of Unsecured Creditors of Petitioner No 1, 2, 3 and 4 in view of NIL creditors evidenced by auditors certificate. Ld. Counsel appearing for the Petitioners now seek admission of the instant petition presented by them for sanction of the Scheme.

5. The Ld. Counsel for the Petitioners further submits that in compliance with



Section 230(5) of the Companies Act, 2013 and the said order dated 22.03.2022 made in Company Application (CAA) No. 223/KB/2021, notice along with all accompanying documents has already been served on the Statutory/Sectoral Authorities, as directed by the said order as given below:

Authority	Notice Date
Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata	28.03.2022
Registrar of Companies	28.03.2022
Income Tax Authorities	29.03.2022
upon official Liquidator High Court, Calcutta	25.03.2022

An affidavit proving service, as aforesaid, has been filed by the Petitioner(s). The Authorities, as aforesaid, have not filed their representation so far.

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 **28.07.2022**.
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 "Business Standard" in English and translation thereof in "Aajkal" 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 and 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. CAA 3 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.

(Harish Chander Suri)
Member (Technical)

(Rohit Kapoor)
Member (Judicial)

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