

IN THE NATIONAL COMPANY LAW TRIBUNAL

SPECIAL BENCH, KOLKATA,

COURT NO. II

Company Application C.A.(CAA) No 64/(KB)/2026

Application under section 230 read with section 232 of the Companies Act, 2013, read with the Companies (Compromises, Amalgamations and Amalgamations) Rules, 2016, and other applicable provisions of Law.

In the matter of:

Scheme of Arrangement/Amalgamations (First Motion):

AND

In the Matter of:

Murari Mohan Hotels Private Limited, a Company incorporated under the Companies Act, 2013, having its Registered office at C/o Niranjan Agarwala, Church Pally, P.S. English Bazar, Malda, 732101. in the State of West Bengal within the aforesaid jurisdiction

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

AND

In the Matter of:

Murari Mohan Rice Mills Private Limited, a Company incorporated under the provisions of the Companies Act,1956 and having its registered office at Golapatty Bandh Road, Malda- 732101 in the State of West Bengal within the aforesaid jurisdiction;

..... **Applicant No.2/Transferee Company**

AND

In the Matter of:

1. Murari Mohan Hotels Private Limited

2. Murari Mohan Rice Mills Private Limited

... .. **APPLICANTS**

Order Pronounced on:10 /06/2026

Coram:

Shri Labh Singh : Member (Judicial)

CMDE Siddharth Mishra : Member (Technical)

Ld. Counsel on Record appeared physically/ through Video

Conferencing: For Petitioner:

Ms.Ruchika Dhandhanian, Adv.] For the Applicant

O R D E R

Per: Labh Singh, Member (Judicial)

1. The court convened through hybrid mode today.
2. 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 meetings of shareholders and creditors in connection with the Scheme of Amalgamation of:

Murari Mohan Hotels Private Limited	Applicant Company No. 1/ Transferor Company
Murari Mohan Rice Mills Private Limited	Applicant Company No. 2/ Transferee Company

With **Murari Mohan Rice Mills Private Limited** - Applicant No. 2/Transferee Company from the Appointed Date, viz. **1st day of April, 2026** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”). A copy of the Scheme of Amalgamation is annexed to the Company Application marked **Annexure-5 in Volume II at Pg No. 144-198.**

3. Ld. Counsel/Authorized Representative appearing for the Applicant(s)

further submits that the Board of Directors of the Applicant Companies in their respective meetings held on 15th May, 2026 approved the Scheme. A Copy of the board resolution dated 15th May, 2026 of all the Applicant Companies are annexed with the application and marked as **Annexure- 6 in Volume II at Pg No. 199-200.**

4. It is submitted by Ld. Counsel/Authorized Representative appearing for the Applicant(s) that the Valuation Report dated 20th April, 2026 issued by CS Anil Kumar Dubey, Registered Valuer, IBBI Registration Number: IBBI/RV/03/2019/12411 recommending the fair equity share exchange ratio in respect of the Proposed Amalgamation. Copy of the Valuation Report dated 20th April, 2026 is annexed with the application and marked as **Annexure- 11 in Volume II at Pg No. 224-263.**
5. It is submitted by Ld. Counsel/Authorized Representative appearing for the Applicant(s) that the Statutory Auditor of the Transferee Company have by their certificate dated May 18, 2026 confirmed that the Accounting Treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 and rules thereunder. A copy of the said Certificate issued by Statutory Auditor of the Transferee Company is annexed to the Company Application marked - **Annexure- 10 in Volume II at Pg No. 223.**
6. It is submitted by Ld. Counsel/Authorized Representative appearing for the Applicant(s) that, the Auditor's Certificate, the calculation of percentage of consents are as below -

Particulars	Nos.	% of consent	Annexure	Auditor's Certificate Page No	Affidavit of Consent Page No.
As on 31st March, 2026					
Equity Shareholders					

Murari Mohan Hotels Private Limited	25	-	-	Volume II@ Page No. 278-279	-
Murari Mohan Rice Mills Private Limited	32	-	-	Volume II@ Page No. 280-282	-
Preference Shareholders					
Murari Mohan Hotels Private Limited	NIL	-	-	Volume II@ Page No. 278-279	-
Murari Mohan Rice Mills Private Limited	NIL			Volume II@ Page No. 280-282	-
Secured Creditors					
Murari Mohan Hotels Private Limited	1	-	-	Volume II@ Page No. 211-213	-
Murari Mohan Rice Mills Private Limited	6	-	-	Volume II@ Page No. 214-217	-
Unsecured Creditors					
Murari Mohan Hotels Private Limited	39	-	-	Volume II@ Page No. 211-213	-
Murari Mohan Rice Mills Private Limited	71	-	-	Volume II@ Page No. 214-217	-

7. It is submitted by Ld. Counsel/Authorized Representative for the Applicant(s) that the present Scheme is an arrangement between the Applicant Companies and none of the shareholders will be affected by the Scheme.
8. 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. **Requirement of Meeting:**

Equity Shareholders

Directions are sought accordingly for calling of the meetings of the equity shareholders of both "Murari Mohan Hotels Private Limited" (hereinafter referred to as the Transferor Company) and "Murari Mohan Rice Mills Private Limited" (hereinafter referred to as the Transferee Company).

b. **No requirement of Meetings:**

Preference Shareholders

No requirement of Meeting of Preference Shareholders of Applicant Companies - NIL Preference Shareholders.

c. **Requirement of Meeting:**

Unsecured Creditors

Directions are sought accordingly for calling of the meetings of the unsecured creditors of both "Murari Mohan Hotels Private Limited" (hereinafter referred to as the Transferor Company) with "Murari Mohan Rice Mills Private Limited" (hereinafter referred to as the Transferee Company).

d. **Requirement of Meeting:**

Secured Creditors

Directions are sought accordingly for calling of the meetings of the secured creditors of both "Murari Mohan Hotels Private Limited" (hereinafter referred to as the Transferor Company) with "Murari Mohan Rice Mills Private Limited" (hereinafter referred to as the Transferee Company).

9. Heard the Ld. Authorised Representative for the Applicant(s), perused the records, documents annexed to the application filed in the instant proceedings and after hearing the submissions made on behalf of the applicants, the following Orders are passed: -

10. Meetings of the Equity Shareholders of the Applicant Companies shall be convened and held on 27/07/2026 at Hotel Silver Arcade, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101 for the purpose of considering, and if thought fit, approving, with or without modification of the scheme.
11. Meetings of unsecured creditors of the Applicant Companies shall be convened and held on 27/07/2026 at Hotel Silver Arcade, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101 for the purpose of considering, and if thought fit, approving, with or without modification of the scheme.
12. Meetings of the Secured & Unsecured Creditors of the Applicant Companies shall be convened and held on 27/07/2026 at Hotel Silver Arcade, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101 for the purpose of considering, and if thought fit, approving, with or without modification of the scheme.
13. Mr. Vishawjeet Singh, Adv., Contact no: 8989809900 and Email Id: vishawjeet.rathore@gmail.com is hereby appointed as the chairman of the aforesaid meeting of the equity shareholders, secured and unsecured creditors of the Applicant Companies to be held on 27/07/2026 or any adjournment or adjournments thereof at a consolidated remuneration of Rs.1,50,000/- (Rs. One Lakh Fifty Thousand).
14. Mr. Sanjay Kumar Poddar, Practising Company Secretary, (Contact no: 9830047033 and Email Id: poddar.sanjay@gmail.com), is hereby appointed as the Scrutinizer for the aforesaid meetings of equity shareholders, secured and unsecured creditors of the Applicant Companies, at a consolidated remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only).
15. At least 30 (Thirty) clear days before the meetings are to be held as aforesaid, an advertisement of notice of meetings be inserted once each in the "Business Standard" in English and "Dainik Aajkal"

in Bengali as per Rule 7 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 with necessary variations incorporating the directions herein.

16. The quorum for the said meeting of the of equity shareholders, secured and unsecured creditors of the Applicant Companies shall be 2 (Two) persons present personally or by proxy. In case the quorum of meeting is not available on the scheduled time and date, the Chairperson may adjourn such meeting to any date/time and take a decision on the quorum for the adjourned meeting.
17. At least 30 (Thirty) clear days before the date of the meetings of the of equity shareholders, secured and unsecured creditors of the Applicant Companies to be held as aforesaid, notices convening the said meetings, including a copy of the said Scheme, a copy of the statement required to be sent under the provisions of the Companies Act, 2013 disclosing necessary details and the prescribed form of proxy shall be sent to each of the of equity shareholders, secured and unsecured creditors of the Applicant Companies by post or courier or email or through personal messenger at their last known addresses.
18. In view of the aforesaid meetings being dispensed with, the notice of the meeting in Form No. CAA.2, in one English newspaper and in one Bengali newspaper as per Rule 7 of The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 is also dispensed with.
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;
 - b) Registrar of Companies, Kolkata, West Bengal, with whom the Applicants are registered;
 - c) Official Liquidator, High Court at Calcutta;
 - d) Income Tax Department including the Chief Commissioner of Income

Tax having jurisdiction over the Applicants.

By sending the same by hand delivery through special messenger or by speed 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 Ld. Counsel/Authorized Representative of the said Applicant(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 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. CAA 3 of the said Rules with necessary variations, incorporating the directions herein.

20. The Company Application being C.A. (CAA) No. 64/KB/ 2026 is disposed of accordingly.
21. Urgent Certified copy of this order, if applied or be supplied to the parties, subject to compliance with all the requisite formalities.

(CMDE SIDDHARTH MISHRA)
Member (Technical)

(LABH SINGH)
Member (Judicial)

Order signed on this the 10th day of June, 2026

Prabhat
(PS)