

**IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH (COURT-II)
KOLKATA**

C.A.(CAA) No. 20(KB)2026

Application under section 230 read with section 232 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:

A Scheme of Amalgamation of (First Motion):

IN THE MATTER OF:

ASTHEK INFRA PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 and an existing Company within the meaning of the Companies Act, 2013 and having its registered office at 1st Floor, Metro Heights, Sevoke Road, Darjiling, Siliguri - 734001 in the State of West Bengal.

CIN- U70109WB2012PTC174175

AND

IN THE MATTER OF:

MAHESHWARAM TRADERS PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 and an existing Company within the meaning of the Companies Act, 2013 and having its registered office at Village: Suboljote, P.O. Nemai Matigara, Darjeeling, Siliguri - 734010 in the State of West Bengal.

CIN- U52190WB2010PTC155306

AND

IN THE MATTER OF:

RUDRAMALA DISTRIBUTORS PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 and an existing Company within the meaning of the Companies

Act, 2013 and having its registered office at Metro Heights, 1st Floor, Opp Club Town, Sevoke Road, 2nd Mile, Jalpaiguri, Siliguri - 734001 in the State of West Bengal.

CIN- U51909WB2010PTC155899

AND

JAGMATA DEALCOMM PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 and an existing Company within the meaning of the Companies Act, 2013 and having its registered office at PCM Tower, Ground Floor, Sevoke Road, Jalpaiguri, Siliguri - 734001 in the State of West Bengal.

CIN- U51909WB2012PTC174657

AND

LINKSTAR VINIMAY PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 and an existing Company within the meaning of the Companies Act, 2013 and having its registered office at Metro Heights, 1st Floor, Opp Club Town, Sevoke Road, 2nd Mile, Jalpaiguri, Siliguri - 734001 in the State of West Bengal.

CIN- U51909WB2012PTC174660

AND

JAGUANDANA COMMODITIES LIMITED, a Company incorporated under the Companies Act, 1956 and an existing Company within the meaning of the Companies Act, 2013 and having its registered office at Metro Heights, 1st Floor, Opp Club Town, 2nd Mile, Sevoke Road, Jalpaiguri, Siliguri - 734001 in the State of West Bengal.

CIN- U51909WB2012PLC188846

WITH

IN THE MATTER OF:

HASIMARA HILLVIEW PRIVATE LIMITED, a Company incorporated under the provisions of the Companies Act, 2013 and having its Registered Office at Ashoke Vihar

Complex, Janta Nagar, Sevoke Road, Darjeeling, Siliguri - 734001 in the State of West Bengal.

CIN- U70100WB2017PTC219955

Date of pronouncing of the order: 22.06.2026

Coram: Shri Labh Singh, Member (Judicial)
Ms. Rekha Kantilal Shah, Member (Technical)

Ld. Counsel(s) on Record appeared Physically/ through Video Conferencing:

Mr. Anil Kumar Dubey, PCS] For Applicant

O R D E R

Per: Rekha Kantilal Shah, Member (Technical)

- 1.** This Application has been filed in the first stage of the proceedings under Sections 230-232 of the Companies Act by the Applicant Companies namely; **Asthek Infra Private Limited, Maheshwaram Traders Private Limited, Rudramala Distributors Private Limited, Jagmata Dealcomm Private Limited, Linkstar Vinimay Private Limited And Jaguandana Commodities Limited (Hereinafter Referred To As The Transferor Companies) With Hasimara Hillview Private Limited (hereinafter referred to as the Transferee Company)** for obtaining sanction of this Tribunal to the Scheme of Amalgamation proposed to be made between the Transferor Companies and the Transferee Company. A copy of the Scheme of Amalgamation has been annexed with the application as **Annexure-5**.
- 2.** Ld. Authorised Representative for the Applicant(s) submits that the shares of the Applicant Companies are not listed at any stock exchange.
- 3.** Further, the Applicant(s) have the following classes of shareholders and creditors:-
 - (a) Applicant Company No. 1/Transferor Company 1 has 3 equity shareholders and NIL Secured and Unsecured creditors.

- (b) Applicant Company No. 2/Transferor Company 2 has 2 equity shareholders and NIL Secured and Unsecured creditors.
 - (c) Applicant Company No. 3/Transferor Company 3 has 2 equity shareholders and NIL Secured and Unsecured creditors.
 - (d) Applicant Company No. 4/Transferor Company 4 has 4 equity shareholders and NIL Secured and Unsecured creditors.
 - (e) Applicant Company No.5/Transferor Company 5 has 3 equity shareholders and NIL Secured and Unsecured creditors.
 - (f) Applicant Company No. 6/Transferor Company 6 has 4 equity shareholders and NIL Secured and Unsecured creditors.
 - (g) Applicant Company No.7/Transferee Company has 2 equity shareholders and NIL Secured Creditor and Unsecured creditor.
- 4.** It is submitted that the Board of Directors of the Applicant Companies in their respective meetings held on 12th December, 2025 approved the Scheme. Copy of the board resolutions dated 12th December, 2025 of all the Applicant Companies are annexed with the application and marked as ‘**Annexure-“6”**’.
- 5.** The accounting treatment as proposed in the scheme is in conformity with the Indian Accounting Standard prescribed under Section 133 of the Companies Act, 2013 for which the Certificates from the Auditors of the Applicant Companies are annexed with the application and marked as **Annexure-“10”**.
- 6.** The Valuation Report dated 4th December, 2025 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 4th December, 2025 is annexed with the application and marked as ‘**Annexure 12**’.

- 7.** It is submitted that the Scheme does not contemplate any compromise or arrangement with the Creditors of the Amalgamating Company and the Amalgamated Company. The Scheme does not provide or contemplate any variation in the rights of the Creditors of the Amalgamating Company and the Amalgamated Company. It is submitted that the Creditors of the Amalgamating Company and the Amalgamated Company are not in any manner adversely or prejudicially affected by the Scheme. It is further submitted that the Amalgamated Company shall have a positive net worth post effectiveness of the Scheme and accordingly, the creditors of the Amalgamating Company and the Amalgamated Company are not in any manner adversely or prejudicially affected by the Scheme. It is further submitted that, the CA certificate verifying list of creditors along with their Consent Affidavits are annexed with the application as “**Annexure- 8**” and “**Annexure- 9**”.
- 8.** It is submitted that the list of the shareholders of both the Transferor and Transferee Companies along with their Consent in form of Affidavits of all the shareholders approving the Scheme are annexed with the application and marked as ‘**Annexure 7**. The list of creditors certified by Chartered Accountant is annexed with the application and marked as ‘**Annexure 9** and the Consent in form of Affidavits of the Creditors are annexed with the application as “**Annexure- 8**”.
- 9.** Directions are sought accordingly for dispensation with meetings of the shareholders, secured creditors, and unsecured creditors of all the Applicant Companies.
- 10.** Heard the Ld. Authorised Representative for the Applicant(s), perused the records, documents annexed to the application and affidavits filed in the instant proceedings and after hearing the submissions made on behalf of the applicants, the following Orders are passed: -

- a) Meetings of the shareholders of all the Applicant Companies i.e. the Transferor Companies and Transferee Company are dispensed with in view of all the shareholders having already considered and given their written consents to the Scheme by way of affidavits.
- b) Meetings of secured and unsecured creditors of the Applicant Companies are dispensed with in view that the Creditors have already considered and given their written consents to the Scheme by way of affidavits.
- 11.** In view of all 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.
- 12.** Notice under Section 230(5) of the Companies Act, 2013 along with all accompanying documents including copy of scheme and statement under provisions of the Companies Act, 2013 shall also be served to on the Regional Director (Eastern Region) - Ministry of Corporate Affairs, Kolkata and the Registrar of Companies - West Bengal and the Official Liquidator at Kolkata and the concerned Income Tax Authority having jurisdiction over the Applicant Companies indicating the PAN numbers of the respective Applicant Companies by sending the same by registered post or by speed post or by courier or through hand delivery and by Email. 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. Authorised 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.

- 13.** All the Applicant Companies before the date of hearing of the Confirmation petition shall file an affidavit of service of notices on the Authorities specified above by way of an affidavit of compliance.
- 14.** The Company Application being CA (CAA) No. 20 /KB/2026 is **disposed of** accordingly.
- 15.** No order as to costs.
- 16.** Urgent certified copies of this Order, if applied for, be supplied to the parties upon compliances of all requisite formalities.

REKHA KANTILAL SHAH
Member (Technical)

LABH SINGH
Member (Judicial)

Order signed, 22nd day of June, 2026

MB