

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, (COURT NO. I)
KOLKATA**

Company Application (CAA) No. 47/KB/2026

An 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 the law.

IN THE MATTER OF :

A Scheme of Amalgamation of (First Motion):

Vishnupriya Towers Private Limited (VTPL) a company incorporated under the Companies Act, 1956 and being a company within the meaning of the Companies Act, 2013, having Corporate Identification No. U55101WB2012PTC176253 and its registered office at 159, Rabindra Sarani, Kolkata, West Bengal - 700007.

...Applicant Company No. 1/Transferee Company

AND

Ladios Sales Private Limited (LSPL) a company incorporated under the Companies Act, 1956 and being a company within the meaning of the Companies Act, 2013, having Corporate Identification No. U52190WB2012PTC177138 and its registered office at 49, Ezra Street, Kolkata, West Bengal - 700001;

...(Applicant Company No. 2/Transferor Company)

AND

Swapno Construction Consultants Private Limited (SCCPL) a company incorporated under the Companies Act, 1956 and being a company within the meaning of the Companies Act, 2013, having Corporate Identification No. U74999WB2012PTC174895 and its registered office at 159, Rabindra Sarani, Kolkata, West Bengal - 700007;

...(Applicant Company No. 3/Transferor Company)

IN THE MATTER OF:

1. Vishnupriya Towers Private Limited (“VTPL”)
2. Ladios Sales Private Limited (“LSPL”)
3. Swapno Construction Consultants Private Limited (“SCCPL”)

...Applicant(s)

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, (COURT NO. I)
KOLKATA**

Company Application (CAA) No. 47/KB/2026

Date of Pronouncement: 13.05.2026

CORAM:

**SMT. BIDISHA BANERJEE, HON'BLE MEMBER (JUDICIAL)
CMDE SIDDHARTH MISHRA, HON'BLE MEMBER (TECHNICAL)**

APPEARANCE:

For the Petitioner:

Mr. Sandip Kr. Kejriwal, CS

ORDER

Per: Smt. Bidisha Banerjee (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 dispensation of meetings of shareholders and creditors in connection with the Scheme of Amalgamation of the following Companies:

Sl.No.	Name of the Companies
Transferee Company, Applicant No. 1	Vishnupriya Towers Private Limited (VTPL)
Transferor Company, Applicant No. 2	Ladios Sales Private Limited (LSPL)
Transferor Company, Applicant No. 3	Swapno Construction Consultants Private Limited (SCCPL)

whereby and where under the Transferor Companies are proposed to be amalgamated with the Transferee Company from the **Appointed Date, viz 1st April 2025** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ("**Scheme**").The copy of the said **Scheme of**

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, (COURT NO. I)
KOLKATA**

Company Application (CAA) No. 47/KB/2026

Amalgamation is annexed to the Company petition being –**Annexure- ‘A-22’**, in Volume 2 at **Page No. 283-330**.

3. It is submitted by Ld. counsel appearing for the Applicant(s) that the Transferee Company/Applicant No. 1, Transferor Company / Applicant No. 2 and Transferor Company / Applicant No. 3 are not NBFC Companies and not a Listed Company.
4. The Board of Directors of the Applicant Companies at their Board Meeting, held on 31.12.2025 approved and resolved to carry out the said Scheme of Amalgamation. The copies of the resolution passed by the applicant companies are annexed with the Company Application being-**Annexure-‘A-25’ in Volume 3 at Page No.: 424-435**.
5. It is further submitted by the Ld. Authorised Representative appearing for the Applicants that the applicants have the following **classes of Shareholders and Creditors** as on 31.12.2025:

SL. No.	Name of the Applicant Companies	Equity Shareholders	Secured Creditors	Unsecured Creditors
1	Vishnupriya Towers Private Limited (VTPL)	5	1	27
2	Ladios Sales Private Limited (LSPL)	3	0	0
3	Swapno Construction Consultants Private Limited (SCCPL)	3	0	0

6. Ld. Authorised Representative appearing for the Applicants submits that all 100% of the **Equity Shareholders** of Applicant Company No. 1, Applicant Company No. 2 & Applicant Company No. 3 have already given their consent

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, (COURT NO. I)
KOLKATA**

Company Application (CAA) No. 47/KB/2026

to the Scheme in writing by way of **affidavits** for dispensing the meeting and for the approval of the proposed Scheme of Amalgamation which are **annexed** with the Company Petition being- **Annexure- 'A-5'** in Volume 1 at **Page No. 81-95 (Applicant No. 1)** and **Annexure – 'A-15.1'** in Volume – 2 at **Page No. 244-252 (Applicant No. 2)** and **Annexure – 'A-15.2' in Volume – 2 at Page No.253-261 (Applicant No. 3).**

7. Ld. Authorised Representative appearing for the Applicants submits that there are **1 Secured Creditor and 27 Unsecured Creditors** for Applicant No. 1.

EQUITY SHAREHOLDERS				
	Nos	% of Consent	Auditors Certificate Page no.	Affidavit of Consent Page no.
Applicant No. 1	5	100	A-10.1 VOL-2 Pg- 190	A-5 VOL-1 Pg 81-95
Applicant No. 2	3	100	A-21.1.1 VOL-2 Pg 278	A-15.1 VOL 2 Pg 244-252
Applicant No. 3	3	100	A-21.1.2 VOL-2 Pg 279	A-15.2 VOL 2 Pg 253-261
SECURED CREDITORS				
	Nos	% of Consent	Auditors Certificate Page no.	Affidavit of Consent Page no
Applicant No. 1	1	100	A-10.2 VOL-2 Pg-191-193	7-1 VOL-2 Pg 182-185
Applicant No. 2	NIL	NA	A-21.2.1	NA

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, (COURT NO. I)
KOLKATA**

Company Application (CAA) No. 47/KB/2026

			VOL-2 Pg 280	
Applicant No. 3	NIL	NA	A-21.2.2 VOL-2 Pg 281	NA
UNSECURED CREDITORS				
	Nos	% of Consent	Auditors Certificate Page no	Affidavit of Consent Page no
Applicant No. 1	27	100	A-10.2 VOL-2 Pg-191-193	A- 7-1 VOL-2 Pg 101-181
Applicant No. 2	NIL	NA	A-21.2.1 VOL-2 Pg 280	NA
Applicant No. 3	NIL	NA	A-21.2.2 VOL-2 Pg 281	NA

- 8.** The Certificate by the Independent Auditors' in respect of the Transferee Company verifying conformity with **Accounting Standard under Section 133** of the Companies Act, 2013 is annexed with the Company Petition being-**Annexure-'A-27' in Volume 3 at Page No. 445-446.**
- 9.** The Ld. Authorised Representative further submits that the Applicants now seek admission of the instant Application presented by them for sanction of the Scheme of Amalgamation. Dispensation of such meetings to consider the Scheme is sought accordingly.
- 10.** The Ld. Authorised Representative for the Applicants further submits that the present Scheme is an arrangement between the Applicant Companies and none of the members, shareholders, and creditors will be affected by the Scheme.

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, (COURT NO. I)
KOLKATA**

Company Application (CAA) No. 47/KB/2026

11. Heard the Ld. Authorised Representative for the Applicants and 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: -

- a.** In view of the **consents** given through affidavit by all the equity shareholders of all applicant companies, the meeting of equity shareholders of all applicant companies (Applicant No 1 to Applicant no 3) are hereby **dispensed with**.
- b.** In view of the **consents** given through affidavit by all the Secured and Unsecured Creditors of Vishnupriya Towers Private Limited (VTPL), Transferee Company Applicant No. 1, the meeting of the Secured and Unsecured Creditors are hereby **dispensed with**.
- c.** The Applicant Companies are to serve the notices along with copy of the Scheme upon:
 - i.** the Central Government through the office of Regional Director (Eastern Region), Ministry of Corporate Affairs, Kolkata,
 - ii.** the Registrar of Companies, Ministry of Corporate Affairs, Kolkata I, West Bengal
 - iii.** Official Liquidator, High Court, Calcutta and
 - iv.** concerned Income Tax Authority within whose jurisdiction the respective Applicant Companies' assessments are made
 - v.** concerned GST Authority within whose jurisdiction the respective Applicant Companies' assessments are made, clearly indicating CIN/PAN/GST of the company concerned, pursuant to Section 230(5) of the Companies Act, 2013 as per rule 8 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, (COURT NO. I)
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Company Application (CAA) No. 47/KB/2026

These notices shall be sent by hand delivery through special messenger against stamped receipt 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 Authorised Representative of the said Applicants. 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. CAA3 of the said Rules with necessary variations, incorporating the directions herein.

- d.** If no response is received by the Tribunal from the above authorities within 30 days of the date of receipt of the notice it will be presumed that the authorities have no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.
- e.** An Affidavit of Compliance of all the conditions laid down herein along with Original Proof of Service to all authorities to be filed jointly by the applicant companies.
- f.** Liberty is given to file joint petition/application by the applicant companies in accordance with Rule 15 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016.

12. The application being Company Application (CAA) No. 47/KB/2026 is **disposed of** accordingly.

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH, (COURT NO. I)
KOLKATA**

Company Application (CAA) No. 47/KB/2026

- 13.** Certified copy of the order may be issued, if applied for, upon compliance with all the requisite formalities.

**Cmde Siddharth Mishra
Member (Technical)**

**Smt. Bidisha Banerjee
Member (Judicial)**

This Order is signed on **13th** Day of **May** 2026.

Anubhuti S. (LRA)