TEA TIME LTD.

"TRINITY PLAZA", 3rd Floor,
84/1A, Topsia Road (South), Kolkata - 700 046, India
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CIN : L01132WB1979PLC032246

Date: 16th March, 2022

To
The Secretary
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700001

Sub: Pronouncement of Order by the Hon'ble National Company Law Tribunal, Kolkata Bench in the matter of Scheme of Amalgamation of (a) Tea Time Limited (b) Orient International Limited (c) Neptune Exports Limited and (d) Northern Projects Limited with Hindusthan Udyog Limited

Dear Sir,

This is to inform you that the Hon'ble National Company Law Tribunal, Kolkata Bench ("**NCLT**") has pronounced an Order dated 9th March, 2022 (received by us on 15th March, 2022), approving the aforesaid Scheme of Amalgamation.

The copy of the Order as available on the website of NCLT is enclosed herewith.

This disclosure is being made in terms of Regulation 30 of SEBI (LODR) Regulations, 2015 and the same is for your information and records.

Thanking you.

Yours Faithfully,

FOR TEA TIME LIMITED

DIRECTOR/AUTHORISED SIGNATORY

IN THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH

KOLKATA

CP (CAA) No. 181/KB/2021
connected with
CA (CAA) No.13/KB/2021

In the matter of
A Company Application under sections 230(1) and 232(1) of the Companies Act, 2013.

And

In the matter of
Tea Time Limited [CIN: [illegible]01132[illegible]B19[illegible]9[illegible]C03224[illegible]], a company incorporated under the provisions of the Companies Act, 1956, having its registered office at Trinity Plaza, 3rd floor, 84/1A Topsia Road (South), Kolkata - 700046.
...Transferor Company No.1

And

Orient International Limited [CIN: [illegible]2[illegible]310[illegible]B1981[illegible]C034139], a company incorporated under the provisions of the Companies Act, 1956, having its registered office at Trinity Plaza, 3rd floor, 84/1A Topsia Road (South), Kolkata - 700046.
...Transferor Company No.2

And

Neptune Exports Limited [CIN: [illegible]51909[illegible]B1982[illegible]C034494], a company incorporated under the provisions of the Companies Act, 1956, having its registered office at Trinity Plaza, 3rd floor, 84/1A Topsia Road (South), Kolkata - 700046.
...Transferor Company No.3

And

Northern Projects Limited [CIN: [illegible]45400[illegible]B1983[illegible]C03598[illegible]], a company incorporated under the provisions of the Companies Act, 1956, having its registered office at Trinity Plaza, 3rd floor, 84/1A Topsia Road (South), Kolkata - 700046.
...Transferor Company No.4

And

Hindusthan Udyog Limited [CIN: [illegible]2[illegible]120[illegible]B194[illegible]C015[illegible]], a company incorporated under the provisions of the Companies Act, 1956, having its registered office at Trinity Plaza, 3rd floor, 84/1A Topsia Road (South), Kolkata - 700046.
...Transferee Company

And

1. Tea Time Limited
2. Orient International Limited
3. Neptune Exports Limited
4. Northern Projects Limited
5. Hindusthan Udyog Limited

...Petitioners

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

In Re: Tea Time Limited and Others
CP (CAA) No. 181/KB/2021
Connected with ***CA (CAA) No.13/KB/2021***

Date of hearing: 03.03..2022
Date of Pronouncement: 09.03.2022

Coram:

Shri Rajasekhar V.K.	**:**	**Member (Judicial)**
Shri Balraj Joshi	**:**	**Member (Technical)**

Appearances:

For Petitioners :
- Mr. [illegible], Advocate
- Mr. [illegible] Chatterjee, Advocate
- Ms. Swati [illegible], Advocate
- Ms. [illegible] Ar[illegible], Advocate
- Mr. [illegible], Advocate

ORDER

Per: Balraj Joshi, Member (Technical)

1. This court convened *via* video conference.

2. The instant petition has been filed under Section 230(1) read with Section 232(3) of the Companies Act, 2013 (***'Act'***) for sanction of the Scheme of Amalgamation of **Tea Time Limited** ('Transferor Company No.1'), **Orient International Limited** ('Transferor Company No.2'), **Neptune Exports Limited** ('Transferor Company No.3') and **Northern Projects Limited** ('Transferor Company No.4') with **Hindusthan Udyog Limited** ('Transferee Company'), whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company and the entire undertaking of the Transferor Companies are proposed to be transferred to and vested in the Transferee Company from the Appointed Date, *viz.,**01.04.2019*** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation ('***Scheme***').

3. The Petition has now come up for final hearing. Counsel for the Applicants submits as follows: -

   a. The Scheme was approved unanimously by the respective Board of Directors of the Petitioner Companies at their meetings held on 21.03.2020.

   b. The circumstances which justify and/or have necessitated the Scheme and the benefits of the same are, inter alia, as follows:-

i. The amalgamation will enable pooling of resources of the companies involved in the amalgamation into a common pool, resulting in more productive utilization of said resources, cost and operational efficiencies which would be beneficial for all stakeholders.

ii. The amalgamation would result in the creation of a Transferee Company with a larger asset base and net worth with strong financials enabling further growth and development of the Transferee Company and enable it to withstand with the growing competition in the market scenario.

iii. The proposed amalgamation will result in reduction in overhead and other expenses, reduction in administrative and procedural work and elimination of duplication of work and will enable the companies concerned to effect internal economies and optimize productivity.

iv. If the proposed amalgamation comes into effect then it will strengthen the credibility of the Transferee Company with the finance institutions, banks and general public and which would eventually benefit the shareholders of the Transferee Company and the Transferor Companies.

v. There is no likelihood that interest of any shareholder or creditor of any of the Transferor Companies or the Transferee Company would be prejudiced as a result of the Scheme. The Scheme of Arrangement/Amalgamation will not impose any additional burden on the members of the Transferor Companies or the Transferee Company.

vi. The proposed Scheme will result in administrative and operation rationalization, organization efficiencies, reduction in overheads and other expenses and optimal utilization of various resources of the companies concerned and formation of a larger and stronger company having greater capacity for conducting its operations and business more effectively and efficiently.

iv. The merger will result in better and efficient management, control and running of the businesses, attain operational efficiencies, cost competitiveness and create synergies and capitalize on the growth opportunities to the fullest extent.

v. The said Scheme will result in formation of a larger company with larger resources and finance, by resulting in optimum growth and development of the businesses of the companies concerned and exploitation of the potential thereof. The said Scheme will enable the undertakings and businesses of the companies concerned to obtain greater facilities possessed and enjoyed by one large company compared to number of small companies for raising capital, securing and conducting trade on favourable terms and other benefits.

vi. The merger will improve and consolidate internal controls and function integration at various levels of the organisation such as information technology, human resources, finance, legal and general management leading to an efficient organization capable of responding swiftly to volatility and rapidly changing market scenarios.

vii. The merger will enable seamless access to strong corporate relationships and other intangible benefits of the companies concerned built up over decades of experience, enhanced scale of operations and sharper focus and ultimately improve returns to create long term sustainable wealth for all stakeholders.

viii. The Scheme is for the benefit of its shareholders, employees and all stakeholders.

c. The Statutory Auditors of the Petitioner Companies have by their certificates dated 20.03.2020 and 21.03.2020 confirmed that the accounting treatment in the Scheme is in conformity with the accounting standards prescribed under section 133 of the Companies Act, 2013.

d. No proceedings are pending under sections 210 to 227 of the Companies Act, 2013 against the Petitioner Companies.

e. The exchange ratio of shares in consideration of the Amalgamation has been fixed on a fair and reasonable basis and on the basis of the Report thereon of Mr. [illegible] Goel, Registered Valuers [IBBI/RV/01/2018/10339]. Further, Finshore Management Services Limited has also confirmed that the said ratio is fair by their fairness opinion thereon.

f. The shares of the Petitioner Nos.1, 3, 4 and 5 are listed on the Bombay Stock Exchange and the Calcutta Stock Exchange. The shares of the Petitioner No.2 are listed on the Delhi Stock Exchange and the Calcutta Stock Exchange.

g. In compliance with Securities and Exchange Board of India (**'SEBI'**) Circular dated 10th March, 2017 on Schemes of Arrangement as amended from time to time (**'SEBI Circular'**), the said Petitioner(s) had filed the Scheme with the said Stock Exchanges for their approval to the same. The Bombay Stock Exchange by its letters dated 13.11.2020 and the Calcutta Stock Exchange by its letters dated 20.11.2020 after receiving comments from SEBI have confirmed that they have '***no adverse observation***' on the Scheme.

h. The Petitioner No. 4 is a Non-Banking Finance Company registered with the Reserve Bank of India vide Certificate of Registration dated May 16, 1998 bearing registration no.05.02409 and has obtained a '***no objection certificate***' dated 3.12.2020 from the Reserve Bank of India with regard to the proposed Scheme.

i. By an order dated 22.02.2021 in **Company Application (CAA) No.13/KB/2021,** this Tribunal passed the following directions with regard to the meetings of shareholders and creditors under section 230(1) read with section 232(1) of the Act :-

   i. *<u>"Meetings dispensed</u>: Meeting of Preference Shareholder and Unsecured Creditors of the Applicant No.5 are dispensed with under section 230(1) read with section 232(1) of the Act.*

   ii. *However, the Tribunal hereby directs the Transferee Company to issue notice to all of its unsecured creditors having debt outstanding of a value more than Rs.13,00,000/- (which represents 91.71% of value of* *the total unsecured creditors of the Applicant Company No.5) as per the list of unsecured creditors at Annexure AB at pages 743 to 746 of Volume V of the application, under section 230(3) of the Companies Act, 2013 with a direction that they may submit their representation, if any, to the Tribunal and Copy of such representation shall simultaneously be served upon the Transferee Company. Objections, if any, will be heard at the time of final hearing of the connected petitions for sanction of the Scheme. There is no requirement of issuing notices to the unsecured creditors of the Transferee Company/Applicant No.5 Company having a debt of less than Rs.13,00,000/-.*

iii. *In view of the fact that the Applicant Companies have no Secured Creditors, as certified by the Statutory Auditors of the Applicant Companies, the question of holding and conducting the meeting of Secured Creditors of the Applicant Companies does not arise.*

iv. *In view of the fact that the Applicant Company Nos.1 to 4 have no Unsecured Creditors, as certified by the statutory Auditors of the Applicant Company Nos. 1 to 4, the question of holding and conducting the meeting of Unsecured Creditors of the Applicant Company Nos. 1 to 4 does not arise.*

v. *<u>Meetings to be held | Date and Times</u>: The following meeting(s) shall be convened and held at the following times on 21st May, 2021 (Friday) for the purpose of considering, and, if thought fit, approving the said Scheme, with or without modification: -*

a. Meeting of Equity Shareholders of Applicant No.1 at 10 A.M.
b. Meeting of Equity Shareholders of Applicant No.2 at 11 A.M.
c. Meeting of Equity Shareholders of Applicant No.3 at 12 Noon.
d. Meeting of Equity Shareholders of Applicant No.4 at 1 P.M.
e. Meeting of Equity Shareholders of Applicant No.5 at 2 P.M.

In the event any meeting, as aforesaid, spills over and is concluded after the time fixed for commencement of the succeeding meeting, such *succeeding meeting shall be held immediately after such conclusion of the prior meeting."*

j. The learned Counsel appearing for the Petitioners submits that due to the rise in second wave of Covid-19 pandemic and the lockdown imposed due to it by the State of West Bengal which directed the private establishments to remain closed, the meetings as directed vide the aforesaid order could not be convened despite advertisements being published on 11.04.2021 and notices being served upon the unsecured creditors of the Transferee Company having debt outstanding of a value more than Rs.13,00,000/-.

k. The learned Counsel appearing for the Petitioners submits that because of the inability to hold and convene the meeting due to the pandemic and the resultant restrictions, the Petitioners published another advertisement dated 20.05.2021 in the aforementioned newspapers intimating the postponement of the aforesaid meetings.

l. On 22.0[illegible].2021, the Petitioner Companies filed an application bearing CA No. 100/KB/2021 praying for directions to hold and convene the meeting and to issue notice and publications in that regard, the learned Counsel appearing for the Petitioners submits.

m. The application bearing CA No. 100/KB/2021 was allowed by this Tribunal vide its order dated 05.08.2021 with direction to hold meeting of Equity Shareholders on 1[illegible].09.2021 and that all other directions given in earlier order dated 22.02.2021 for convening and holding the meetings shall remain in force.

n. Pursuant to the said orders dated 05.08.2021 in Company Application No. 100/KB/2021 read with the order dated 22.02.2021 in Company Application (CAA) No.13/KB/2021, that the said meetings were duly held on 1[illegible].09.2021 as directed. The said meetings duly approved the Scheme by the requisite majority.

o. Consequently, the Petitioner Companies presented the instant petition for sanction of the Scheme. By an order dated 30.11.2021 the instant petition was admitted by this Tribunal and fixed for hearing on 24.01.2022 upon issuance of notices to the Statutory/Sectoral Authorities and advertisement of date of hearing. In compliance with the said order dated 05.08.2021, the Petitioner Companies have duly served the notices on the Regional Director, Eastern Region, Kolkata, Registrar of Companies, Kolkata, Official Liquidator, Ministry of Corporate Affairs, Kolkata, Securities and Exchange Board of India, Camac Street, Elgin, Kolkata, Bombay Stock Exchange, Mumbai, Calcutta Stock Exchange, Kolkata, Reserve Bank of India and Assessing Officer, respective income tax authorities under respective circles on 06.12.2021 and 07.12.2021. The Petitioner(s) have also published the said advertisements once each in the ***Financial Express*** and ***Aajkal*** in their respective issues dated 17.12.2021. An affidavit of compliance in this regard has also been filed by them on 14.01.2022.

p. All statutory formalities required for obtaining the sanction of the Scheme have been duly complied with by the Petitioner Companies. The Scheme has been made bona fide and is in the interest of all concerned.

4. Pursuant to the said advertisements and notices, Official Liquidator, Calcutta High Court, Kolkata and the Regional Director, Ministry of Corporate Affairs, Kolkata (***'RD'***) have filed their representations before this Tribunal.

5. The Official Liquidator has filed his report dated 24.12.2021 and concluded as under:-

"8. That the Official Liquidator has not received any complaint against the proposed Scheme of Amalgamation from any person/party interested in the Scheme in any manner till the date of filing of this Report.

...

10. That the Official Liquidator on the basis of information submitted by the Petitioner Companies is of the view that the affairs of the aforesaid Transferor Companies do not appear o have been conducted in a manner prejudicial to the interest of its members or to public interest as per the provisions of the Companies Act, 1956/the Companies Act, 2013 whichever is applicable."

4. The Regional Director has filed his report dated 21.01.2022 ***('RD affidavit')*** which has been dealt with by the Petitioners by their rejoinder affidavit dated 21.02.2022 ***('rejoinder')***. The observations of the RD and responses of the Petitioner(s) are summarized as under:-

(a) Paragraph No.2(a) of RD Affidavit:

That it is submitted that on examination of the report of the Registrar of Companies, West Bengal it appears that no complaint and/or representation has been received against the proposed Scheme of Amalgamation. The petitioner companies have also updated in filing their statutory returns.

Paragraph No.3 of rejoinder

Since the contents of paragraph 2(a) of the reply affidavit filed by the Ld. Regional Director are matter of record, therefore, need no reply.

(b) Paragraph No.2 (b) of RD Affidavit:

The appointed date stated in the Scheme is 1st April 2019. In terms of the Circular no. 09/2019 dated 21.08.2019 of the Ministry of Corporate Affairs, "where the 'appointed date' is chosen as a specific calendar date, it may precede the date of filing of the application for scheme of merger/amalgamation in NCLT. However, if the appointed date is significantly ante-dated beyond a year from the date of filing, the justification for the same would have to be specifically brought out in the scheme and it should not be against public interest". It is noticed as seen from the documents provided by the Applicant that the application for the scheme was filed before the Tribunal which is more than a year from 1st April 2019. If the application for the scheme was filed with the Tribunal after more than one year from the appointed date, the Tribunal may kindly direct the Applicant to bring out the justification for the appointed date being more than one year before date of filing of the application for the scheme, in the scheme, according to the Circular.

Paragraph No.4 of rejoinder

The Appointed Date indicated in the proposed scheme of amalgamation is 1st April 2019 and the application bearing C.A. (CAA) No. 13/KB/2021 had been filed by the Petitioner Companies on 25th January, 2021. The justification for the scheme is provided below and the scheme is not against public interest: -

a) The Valuation Report ascertaining the share exchange ratio with respect to the proposed Scheme was prepared by the Registered Valuer, namely Mr. Vikash Goel, on 20th March 2020 based on the Audited Financials of Petitioner Companies for the year ending 31st March, 2019 *i.e.,* last one year preceding the Appointed Date.

b) The Scheme of Amalgamation was first unanimously approved by the respective Board of Directors of the Petitioner Companies on 21st March 2020. At that juncture, the appointed date for the proposed scheme has been determined as the first day of that financial year *i.e.*, 1st April, 2019.

c) Immediately thereafter, on account of the first wave of Covid-19 pandemic, for a considerable period, all work and activities had come to a standstill. This resulted in inordinate delay in procuring the no-objection certificates from the concerned stock exchanges where the Petitioner Companies had been listed. The no-objection certificate/ observation letters were ultimately received by the Petitioner Companies on 13th November, 2020 and 20th November, 2020.

d) It is pertinent to mention that Petitioner Company No.4 is an NBFC registered with the Reserve Bank of India. Accordingly, prior approval from the Reserve Bank of India was also required to be obtained before filing an application with the concerned authorities. Petitioner Company No.4/ Northern Projects Ltd. obtained the approval from the Reserve Bank of India by its letter dated 3rd December, 2020.

e) Immediately after obtaining the no-objection certificates/observation letters from the concerned authorities, on 25th January, 2021 the Petitioner Companies filed an application bearing C.A. (CAA) No.

13/KB/2021 before the Tribunal seeking necessary direction for convening meetings of the shareholders of the Petitioner Companies.

(c) <u>Paragraph No 2(c) of RD Affidavit</u>

It is submitted that all the Petitioner Companies including the Transferee Company namely M/s [illegible] are listed Companies BSE and CSE. The BSE and the CSE have issued their observation letter regarding the draft Scheme of Amalgamation between the petitioner Companies.

<u>Paragraph No.5 of rejoinder:</u>

Since the contents of paragraph 2(c) of the report/affidavit filed by the Ld. Regional Director are matter of record, therefore, need no reply.

(d) <u>Paragraph No 2(d) of RD Affidavit</u>

The Petitioner Company should undertake to comply with the provisions of section 232(3)(i) of the Companies Act, 2013.

<u>Paragraph No.6 of rejoinder:</u>

Clause 10(i) of the Scheme of Amalgamation [annexed at pgs. 43 - 72, Volume I of the Petition relevant clause at pg. [illegible]] provides that upon the Scheme becoming effective, the Authorised Share Capital of each of the Transferor Companies will get merged with that of the Transferee Company and, and additional fees will be borne by the Transferee Company after setting off the fees paid by the Transferor Companies on their respective Authorised Share Capital. Necessary provisioning in compliance with section 232(3)(i) of the Companies Act, 2013 has been provided for in the scheme which has been duly approved by the Board of Directors and the shareholders of the Petitioner Companies. However, the Petitioner Companies once again hereby undertake that the Petitioner Companies would comply with the provisions of section 232(3)(i) of the Companies Act, 2013

(e) Paragraph No. 2(e) of RD Affidavit:

The Transferee Company should be directed to pay appropriate stamp duty on the transfer of the immovable properties from the Transferor Companies to it.

Paragraph No. 7 of rejoinder

Petitioner Companies undertake to pay appropriate stamp duty on the transfer of the immovable properties from the Transferor Companies to the Transferee Company upon the Scheme of Amalgamation becoming effective.

(f) Paragraph No. 2(f) of RD Affidavit:

In compliance of Accounting Standard-14 or IND-AS 103, as may be applicable the Transferee Company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 or IND-AS-8 etc.

Paragraph No.8 of rejoinder:

In compliance of Accounting Standard-14 or IND-AS 103, as may be applicable the Transferee Company undertakes to pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 or IND-AS-8 etc.

(g) Paragraph No. 2(g) of RD Affidavit:

The Tribunal may kindly seek the undertaking that this scheme is approved by the requisite majority of members and creditors as per section 230(6) of the Companies Act 2013 in meetings duly held in terms of section 230(1) read with sub-sections (3) to (5) of section 230 of the said Act and the minutes thereof are duly placed on record.

Paragraph No.9 of rejoinder:

Paragraph 20 at page 39 of the undersigned Company Petition contains the submission that the resolution approving the scheme of amalgamation has been passed by the Chairman's report. The said undersigned Company Petition is accompanied by an affidavit. However, with abundant precaution, the deponent affirms that the Scheme of Amalgamation has been approved by the requisite report of members as per section 230(4) of the Companies Act, 2013 and the meetings held in terms of section 230(1) read with section 230(3)-(5) of the said Act and the minutes are annexed with the Transferor Company Petition at pgs. 1392 – 1420, Annexure X.

Insofar as the undertaking with respect to the creditors is concerned, no meeting of the creditors has taken place, since the requirement to convene and hold of such meetings was dispensed with by this Tribunal vide its order dated 5th August 2021 [@ pgs. 950-959, Annexure I of the petition] read with the order dated 22nd February 2021 [@ pgs. 28-30, Annexure of the petition]. Furthermore, the Tribunal by its order dated 5th August, 2021 directed the Transferee Company to issue notices to its unsecured creditors having debts outstanding of a value more than Rs. 13,00,000/- (which represent 93.20% of value of the total unsecured creditors of the Petitioner Company No. 5) under section 230(3) of the Companies Act, 2013. The deponent states that the Petitioner Company No. 5/Transferee Company has issued notices dated 14th August, 2021 to its unsecured creditors in compliance with the aforesaid order and an affidavit dated 1st September, 2021 confirming the same has also been filed in this regard [@ pgs. 960-980, Annexure-I of the Petition]

iv) Paragraph No. 2(iv) of [illegible] Affidavit: The Tribunal has asked to direct the Petitioners to file an affidavit to the effect that the Scheme enclosed to the Company Application and Company Petition are one and same and there is no discrepancy, or no change is made.

Paragraph No.10 of the order:

The deponent undertakes that the Scheme of Amalgamation enclosed with the Company Application and the Scheme of Amalgamation enclosed with the Company Petition are one and the same. Further undertook that there have been no changes or discrepancies made in the Scheme of Amalgamation filed with the Company Application from that of the Scheme of Amalgamation filed with the Company Petition

(iv) Paragraph No. 2(iv) of RD Affidavit: The Petitioners under provisions of section 230(5) of the Companies Act 2013 have to serve notices to concerned authorities which are likely to be affected by the Amalgamation or arrangement. Further, the approval of the scheme by the Tribunal may not deter such authorities to deal with any of the issues arising after giving effect to the scheme. The decision of such authorities shall be binding on the Petitioner Company(s) concerned.

Paragraph No.11 of the order:

The Petitioner Companies have issued notices under section 230(5) of the Companies Act, 2013 along with all the accompanying documents including a copy of the Scheme and statement under the provisions of the Companies Act, 2013 to the 1. Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; Registrar of Companies, Kolkata; Official Liquidator, Calcutta High Court, Kolkata; Securities Exchange Board of India; Income Tax Department; Reserve Bank of India (as applicable); and Stock Exchanges where the shares of the concerned Petitioner Companies are listed. The notices have been issued by the Petitioner Companies on the following dates and an affidavit affirming the same has been filed by the Petitioner Companies:-

a. Notice dated 5th April 2021 issued by the Petitioner Companies to all statutory authorities mentioned above pursuant to the order dated 22nd February, 2021 passed by this Tribunal in C.A. (CAA) No. 13/KB/2021 and an affidavit dated 13th May, 2021 confirming the aforesaid has been filed in this regard.

b. Notice dated 12th August, 2021 issued by the Petitioner Companies to all statutory authorities mentioned above pursuant to the order dated 5th August, 2021 passed by this Tribunal in CP IA/100(KB)2021 and an affidavit dated 1st September, 2021 confirming the aforesaid has been filed in this regard.

c. Notice dated 4th December, 2021 issued by the Petitioner Companies to all statutory authorities mentioned above pursuant to the order dated 30th November, 2021 passed by this Tribunal in C.P. (CAA) No. 181/KB/2021 connected with CA (CAA) No. 13/KB/2021 and C.A. No. 100/KB/2021 and an affidavit dated 14th January, 2022 confirming the aforesaid has been filed in this regard.

( ) <u>Paragraph No. 2( ) & (k) of RD Affidavit:</u>

The Transferor companies, Tea Time Limited, Neptune Exports Limited and Company Northern Projects Limited held more than 20% shares of Bharat Tea & General Industries Limited as on 31.3.2016, 31.3.2017, 31.3.2018, 31.3.2019, 31.3.2020 and 31.3.2021. However, they have not filed the consolidated financial statement which is contrary to the provisions of section 137(r) read with section 129(3) Companies Act 2013, rendering the financial statement filed as incomplete. The companies should file the correct and complete set of financial statements of these said years before the merger, since, after merger, these said companies will become non-active on MCA portal and the would [illegible] that

<u>Paragraph No.12 of rejoinder:</u>

The Consolidated Financial Statements of ( ).Tea Time Limited and Bharat Tea & General Industries Limited for FY 2015-16, FY 2016-17, FY 2017-18, FY 2018-19, FY 2019-20 and FY 2020-21, ( ) Neptune Exports Limited and Bharat Tea & General Industries Limited for FY 2015-16, FY 2016-17, FY 2017-18, FY 2018-19, FY 2019-20 and FY 2020-21 and ( ) Northern Projects Limited and Bharat Tea & General Industries Limited for FY 2015-16, FY 2016-17, FY 2017-18, FY 2018-19, and FY 2019-20 were not filed by the aforesaid companies as the concerned Petitioner Companies were under the bona fide impression that this was not required because there was no operation reported in Bharat Tea & General Industries Limited during the aforesaid financial years. However, the Petitioner Companies understand and are ready and willing to resolve the issue and pay an additional fees/charges as may be levied by the Registrar of Companies in accordance with the law.

(k) Par gr ph o. 2( ) of - D Aff da vt :

Th e T a nsferor Co p n o ern Pro ect s t d h s not f ed ts f n n a st te ent f or 2019-20 s ta o g e d e te for ng e s e er sect on 13 of e Co p n es Act , 2013 e pse ong b ck. Th e co p n s n r nn ng t F er n bsence of e test f n n a st te ent , no observat on n be r wn b s eponent on e st te of rs of e co p n .

Par gr ph o.13 of re o er:

Th e F n n a St te ent s of o ern Pro ect s t for e f n n a r 2019-20 were f ed t e ro For A C-4 BFC (D-AS) on 20 October 2020 v e S : - 8 8943. Th e cop of e f n n a st te ent of o ern Pro ect s t for e f n n a r 2019-20, For A C-4 BFC (D-AS) d t 20 October 2020 ong w e S prov ng e f ng of e s e re nne w e re o er ff vt .

( ) Par gr ph o. 2( ) of - D Aff da vt :

Th e T a nsferor co p n es T T e t ep ne E port s t n o ern Pro ect s t nd sc ose e p t c rs of re t p t tr ns ct ons n tes on Acco nt s n e f n n a st te ent s for 2020-21 n r er rs o n e A d tors' Report t w s st t t s sc os re s e n tes on Acco nt s.

Par gr ph o.14 of re o er:

Th e T a nsferor Co p n es n e T T e t ep ne E port s t n o ern Pro ect s t ve sc os e p t c rs of re t p t tr ns ct ons n e n tes on cco nt s n e F n n a St te ent s for e f n n a r 2020-21; e s re ref ect 00.98 n n n4 n c 8 ,)-325.984(re) spe ct rs on cco nt s n e F n n a St te ent sortt e f n n a 2020-, T e t ,

ep neE- port s t e( )4(or)5(er)5(n)-2.98584(ro)- .9834(e)4(c)4(s)-11.98

( ) ar gr o. 2(n) o - A vt :

Co p n Secre r es o e ar ns eror co p n es, e t , ep ne E pot s t a n o ern ro e s t res gn a s o ows:-

) e t - Ankt Ag rw res gn on 31.03.2021

) ep ne E pot s t - S n Y v res gn on 15.03.2021

) r ert n ern t on t a ar a n B e res gn on 09.04.2021

v o ern ro e s t - n De a r res gn on 28.02.2021

e co p n es a re a t to a ve o e Co p n Secre r es nt er s o se on 203 o e Co p n es Ac , 2013 b t a ese co p n e a ve been vo ng a v ng Co p n Secre r es or a n o s n now procee ng to ge erge w e ar ns eree Co p n to rop c n on e ser o s r nn ng v o on. e co p n es re b e or pen conseq ences ong w e r o cers n er se on 203(5) o e Co p n es Ac 2013. ence be ore co p e on o A t on procee ngs n er se on 454 o e Co p n es Ac 2013 e erger a be kept n be a nce.

ar gr o.15 o re o er:

A o e Co p n Secre r es o e ar ns eror Co p n es n e , e t , ep ne E pot s t , r ert n ern t on t , a n o ern ro e s t a res gn on 31st a 2021, 15 a 2021, 9 Apr 2021 a n 28 Febr a r 2021, respec ve , e s s sa nc cre t on e res gn t on o co p n secre r es or e ores or co p n es were n b e Bo o D rec ors o e respec ve co p n es w n (s) o s nt er s o Se on 203(4) o e Co p n es Ac , 2013 n e o w ng a nner: -

a. For e t , s. a ng n w s a ppo nt w e ec ro 23rd Sept e ber 2021.

b. For ep ne E pot s t , s. a ga ree r w t w s a ppo nt w e ec ro 1st Sept e ber 2021.

c. For Orient International Limited, Ms. [illegible] was appointed with effect from 1st October 2021.

d. For Northern Projects Limited, Ms. [illegible] was appointed with effect from 12th August, 2021.

It is pertinent to mention that the details of the resignation and appointment of the aforementioned Company Secretaries were also filed with the Registrar of Companies [illegible]

"Receivables" Rs. 12[illegible].[illegible]5 lakhs amounting to Rs. 110.15 lakhs which was 58% of the total assets of the company; the Transferor company, Orient International Ltd, reported in its balance sheet as at 31.3.2021 "Other Advance" Rs.300.25 lakhs which was 58% of the total assets of the company; the Transferor company Tea Time Retail Ltd, reported in its balance sheet as at 31.3.2021 "Other Advance" Rs.20.25 lakhs which was 80% of the total assets of the company. But contrary to the provisions of Schedule III to the Companies Act 2013 no disclosure requirement regarding the advance and receivable was made. Consequently, not only provision of the Companies Act was violated, disclosure requirement regarding the state of affairs of the company was concealed. As a result the said deponent is not in a position to have comprehensive observation regarding the state of affairs of these said companies for drawing up the representation under section 230(5) of the Companies Act 2013. Once the companies disclose the particulars of the said items the said deponent can prepare the representation.

Paragraph No.17 of the order:

The amounts mentioned under the head 'Other Advance' and/or 'Other Receivables' in the Balance Sheets for the Financial Year ending on 31.03.2021 of Tea Time Retail Ltd., Deepline Exports Ltd. and Orient International Ltd. are inter-corporate advances. It is submitted that the concerned Petitioner Companies have duly made proper disclosures in their Balance Sheets in respect of the amounts mentioned under the head 'Other Advance' and/or 'Other Receivables' in terms of Schedule III of the Companies Act, 2013 in the following manner:-

a. For Petitioner Company No.3 *i.e.* Deepline Exports Ltd. Note No. 5 & Note No. 6 as follows:-

Note: 5: Non-Current: Loans and Deposits - As on 31st March, 2021

At amortised cost Unsecured, Considered Good	Amount in Rs.
Security Deposits	32,212
Advance to Others	98,050,000
Total	98,082,212

Note: 6: Other Non-Current Assets - As on 31st March, 2021

Unsecured, Considered Good	Amount in Rs.
Other Receivables	12,[illegible]5,530
Total	12,[illegible]5,530

. For Petitioner Company No.2 *i.e.,* Orient International Limited, Note No. 4 as follows:-**Note: 4: Non-Current: Loans and Deposits -As on 31st March, 2021**

Unsecured, Considered Good	Amount in Rs.
Other Advances	3[illegible],025,000
Total	3[illegible],025,000

. For Petitioner Company No.1, *i.e.,* Tea Time Limited, Note No. 4 as follows:

Note: 4 : Non-Current: Loans and Deposits – As on 31st March, 2021

<u>At amortised cost</u> Unsecured, Considered Good	Amount in Rs.
Other Advances	20[illegible],[illegible]25,000
Total	20[illegible],[illegible]25,000

(p) <u>Paragraph No. 2(s) of RD Affidavit :</u>

It is submitted that the Transferor Company/s Northern Projects Limited is registered with RBI as NBFC. The Reserve Bank of India vide its letter dated 03/12/2020 issued its approval/no objection to the proposed merger of the Company with NBFC petitioner companies including transferee Company/s which is acknowledged. However, it is stated in the said letter that the said approval is valid for six months from the date of issue of that letter i.e. six months from 03/12/2020.

<u>Paragraph No.18 of reply:</u>

One of the Transferor Companies namely, Northern Projects Limited is registered as NBFC with the Reserve Bank of India. The Reserve Bank of India vide its letter dated 3rd December 2020 conveyed its no-objection to the proposed Scheme of Amalgamation. The said no-objection was valid for six months from the date of issue of the said letter, the Company Application of first motion was, therefore, filed within eight weeks (i.e.

w n s o s) ro e te q ss e q e s no-ob ect on ro e serve B nk q ore, e te q ss nce q e s no ob ect on p t s no e rgo on e pprov q e S e e q A g t on.

F er, e t oner Co p n es ve, once g n, ss not ces t Apr 2021, 12 A g t, 2021 4 Dece ber, 2021 er sect on 230(5) q e Co p n es Act, 2013 ong w cco p n ng oc ent s nc ng cop q e S e e t e ent er e prov s ons q e Co p n es Act, 2013 t o e serve B nk q e t oner Co p n es ve so wrtt en e- s t 1 Dece ber, 2021 22 Dece ber 2021 t o or e r represent t on, n . owever, e t oner Co p n es ve rece ve no represent t on ro e on s b e s t 1 Dece ber, 2021 22 Dece ber 2021 sent t o e serve B nk q re p t q re o er t .

(q) <u>r gr o. 2( ) q A t :</u>

t s s b tt t s eponent s rece ve so e tt ers ro e nco Dep t ent ng ere n so e o t s ng e g nst e t oner Co p n e /s e t or 5(ve) Assess ent rs 2009-10 /s 143( ) or .2 ,2 18 /-, 2010-11 /s 143(3) or .9,3 820/-, 2014-15 /s 143( ) or . , 0,990/-, 2012-13 /s 220(2) or .22221- 2012-13 /s 2 1( )(c) or .9, 8,521/- q e Act, 19 so t ness n bove e p b e Assessee, e nco e Dep t ent s ob ect on or g t on q bove Co p n . tt er no. D .C rc e-4(1)/ o CA/ 2021-22 t 10/12/2021 tt er no. D .C rc e-4(1)/ o CA/2021-22 1158 t 18/08/2021) /s ep ne E port s t or .1,33,190/- or A.Y. 20 11-12 (tt er no. D .C rc e 4(1)/ o CA/ 2021-22 t 101 121 202 1) b re r ns eror Co p n es. owever, one tt er no. D / C rc e-4(1)/ o CA/202 1-22 t 10/ 1212021 rece ve n e tt er q

vi) Northern Projects Limited, wherein it is stated that as per the record, no outstanding demand is existing and therefore, we have no objection for amalgamation for the above company.

<u>Paragraph No.19 of the order:</u>

Regarding the outstanding demand of Rs.1,33,190/- of Neptune Exports Limited for the AY 2011-12 [Letter no. DCIT, Circle-4(1)/Kol/ CA/2021-22 dated 10th December, 2021], the same has been adjusted against the refund receivable by Neptune Exports Limited for AY 2017-18. In furtherance thereto, Neptune Exports Limited has submitted response to the Income Tax Authorities letter dated 31st January, 2022 confirming the aforesaid adjustment made by the 12 a ( )20( ) 20. [illegible] .98 [illegible] proceedings and considering the submissions, we allow the petition and make the following orders:-

(a) the Scheme of Amalgamation mentioned in paragraph 1 of the petition, being Annexure "A" hereto, shall hereby be sanctioned by this Tribunal with the Appointed Date fixed as 01.04.2019 (**'*Appointed Date*'**) on **Tea Time Limited**, the Transferor Company No.1, **Orient International Limited**, the Transferor Company No.2, **Neptune Exports Limited**, the Transferor Company No.3 and **Northern Projects Limited**, the Transferor Company No.4 with **Hindusthan Udyog Limited** the Transferee Company, their respective shareholders and creditors and all concerned;

(b) all the property, rights and powers of the Transferor Companies, including those described in the Schedule of Assets therein, be transferred from the said Appointed Date, without further act or deed, to the Transferee Company and, accordingly, the same shall, pursuant to Section 232(4) of the Companies Act, 2013, be transferred to and vested in the Transferee Company for all the estate and interest of the Transferor Companies therein but subject nevertheless to all charges now affecting the same as provided in the Scheme;

(c) all the debts, liabilities, duties and obligations of the Transferor Companies be transferred from the said Appointed Date, without further act or deed to the Transferee Company and, accordingly, the same shall, pursuant to Section 232(4) of the Companies Act, 2013, be transferred to and become the debts, liabilities, duties and obligations of the Transferee Company;

(d) the employees of the Transferor Companies shall be engaged by the Transferee Company as provided in clause 7 of the Scheme;

(e) all proceedings and/or suits and/or appeals now pending by or against the Transferor Companies be continued by or against the Transferee Company, as provided in the Scheme;

(f) That the Transferee Company do without further application issue and allot to the shareholders of the Transferor Companies, the shares in the Transferee Company to which they are entitled under the terms of the Scheme;

(g) Leave is granted to the Petitioners to file the Schedule of Assets of the Transferor Companies in the form as prescribed in the Schedule to Form No.CAA.7 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 within three weeks from the date of receiving a copy of this order;

(h) The Transferor Companies and the Transferee Company shall, each within thirty days of the date of the receipt of this order, cause a certified copy thereof to be delivered to the Registrar of Companies for registration and on such certified copies being so delivered, the Transferor Company shall be dissolved without winding up.

8. The Petitioners shall supply legible print out of the Scheme and schedule of assets in acceptable form to the Registrar and the Registrar will append such print out, after verification, to the certified copy of the order.

9. Company Petition (CAA) No.181/KB/2021 is disposed of accordingly.

10. Urgent certified copy of this order, if applied for, be supplied to the parties, subject to compliance with all requisite formalities.

Balraj Joshi	**Rajasekhar V.K.**
Member (Technical)	**Member (Judicial)**

The order is pronounced on 9th day of March, 2022.

SA, LRA