



DIVISION BENCH

ITEM NO.1

**NATIONAL COMPANY LAW TRIBUNAL
ALLAHABAD BENCH
PRAYAGRAJ**

CP (CAA) No.08/ALD/2025 IN CA (CAA) No.05/ALD/2025
(Second Motion)

Under Section 230-232 of the Companies Act, 2013

In the matter of Scheme of Arrangement :

SBW UDYOG LIMITED,

44, Thornhill Road, Prayagraj, Uttar Pradesh - 211002

..... Demerged/Transferor Company

SBW UNITY PRIVATE LIMITED

44, Thornhill Road, Prayagraj, Uttar Pradesh - 211002

..... Resulting/Transferee Company

Order dated : 28th March, 2025

Coram:

HON'BLE MR. PRAVEEN GUPTA, MEMBER (JUDICIAL)

HON'BLE MR. ASHISH VERMA, MEMBER (TECHNICAL)

Present:

Sh. R.P. Agarwal, Sr. Adv. assisted by
Sh. Abhishek Tripathi, Adv.

: For the Petitioner Companies

ORDER

1. Proceedings under Section 230-232 of the Companies Act, 2013 have been filed.
2. Heard the Ld. Counsel / Authorized Representative of the Petitioner. The First Motion Petition order was passed on 25.03.2025 in CA (CAA) No.05/ALD/2025. In terms thereof, the meeting of Equity Shareholders of



Applicant Company 1 & 2, Secured Creditors of Applicant Company 1 and Unsecured Creditors of Applicant Company 1 & 2 were dispensed with. Additionally, this Tribunal directed that, since there is no Secured Creditor in the Applicant Company 2, the requirement of convening/ dispensing the meeting of Secured Creditor does not arise.

3. In accordance with the said order, since the meeting of Equity Shareholders and Unsecured Creditors of Transferor and Transferee Companies were dispensed with, no Chairperson was appointed and accordingly no report was filed.
4. Section 230 (5) of the Companies Act, 2013 read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 provides for issuance of Notice on such Petitions.
5. Section 230 (5), Rule 8 and Rule 16 read as follows:-

“230. Power of compromise or make arrangements with creditors and members

*(5) A notice under sub-section (3) along with all the documents in such form as may be prescribed shall also be sent to the Central Government, the income-tax authorities, the Reserve Bank of India, the Securities and Exchange Board, the Registrar, the respective stock exchanges, the Official Liquidator, the Competition Commission of India established under sub-section (1) of section 7 of the Competition Act, 2002, if necessary, and such other sectoral regulators or authorities which are likely to be affected by the compromise or arrangement and shall require that representations, if any, to be made by them **shall be made within a period of thirty days from the date of receipt of such notice, failing which, it shall be presumed that they have no representations to make on the proposals.***

Rule 8

8. Notice to statutory authorities.—



- (1) For the purposes of sub section (5) of section 230 of the Act, the notice shall be in Form No. CAA.3, and shall be accompanied with a copy of the scheme of compromise or arrangement, the explanatory statement and the disclosures mentioned under rule 6, and shall be sent to.- (i) the Central Government, the Registrar of Companies, the Income tax authorities, in all cases; (ii) the Reserve Bank of India, the Securities and Exchange Board of India, the Competition Commission of India, and the stock exchanges, as may be applicable; (iii) other sectoral regulators or authorities, as required by Tribunal.*
- (2) The notice to the authorities mentioned in sub-rule (1) shall be sent forthwith, after the notice is sent to the members or creditors of the company, by registered post or by speed post or by courier or by hand delivery at the office of the authority.*
- (3) If the authorities referred to under sub-rule (1) desire to make any representation under sub-section (5) of section 230, the same shall be sent to the Tribunal within a period of thirty days from the date of receipt of such notice and copy of such representation shall simultaneously be sent to the concerned companies and in case no representation is received within the stated period of thirty days by the Tribunal, it shall be presumed that the authorities have no representation to make on the proposed scheme of compromise or arrangement.”*

Rule 16

16. Date and notice of hearing.—

- (1) The Tribunal shall fix a date for the hearing of the petition, and notice of the hearing shall be advertised in the same newspaper in which the notice of the meeting was advertised, or in such other newspaper as the Tribunal may direct, not less than ten days before the date fixed for the hearing.*
- (2) The notice of the hearing of the petition shall also be served by the Tribunal to the objectors or to their representatives under sub-section (4) of section 230 of the Act and to the Central Government and other authorities who have made representation under rule 8 and have desired to be heard in their representation”*



6. In view of the above, issue notice to the authorities specified in Section 230(5) of Companies Act 2013 read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules 2016 for submitting their representation, if any. Notice to be served by all modes and affidavit evidencing proof of service be filed at least 7 days before the date fixed for hearing.
7. In addition to the service of notice as above,
 - a) Petitioner(s) are directed to take steps for issuance of notice in Form CAA3 and to the Central Government, through the Ministry of Corporate Affairs to the Jurisdictional Regional Director(s), Ministry of Corporate Affairs.
 - b) Notices to the Regional Director(s) to be sent to the e-mail Address at rd.north@mca.gov.in.
 - c) Notice to the RoC to be sent to the e-mail Address at roc.kanpur@mca.gov.in.
 - d) Notice to the Jurisdictional Income Tax Authorities and Principal Chief Commissioner of Income Tax, Lucknow having e-mail Address at lucknow.pccit@incometax.gov.in with request to send it to the assessing officer having jurisdiction over the petitioner companies.
8. Notice is also directed to be published in two prominently circulating national daily newspapers namely “Times of India” (English), published at Lucknow & “Dainik Jagaran” (Hindi), published at Prayagraj in terms of Rule 7 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 and an affidavit evidencing proof of publication be filed.
9. All the authorities on receipt of the notice, are directed to file their representation, if any, within 30 days from the date of receipt of the notice. In



case, no representation is received, it will be presumed that they have no objection to the proposal.

10. The Petitioner Companies shall also file an affidavit stating the objections received from public pursuant to publication of notice of hearing in the newspapers.
11. The Registry shall also report before the date fixed for hearing as to whether any objection has been received to proposed scheme.
12. Let the matter be listed on 15th May, 2025. The copy of the order be also provided to the Ld. Authorized Representative of the Petitioner Companies for necessary compliance.

-Sd-
(Ashish Verma)
Member (Technical)

-Sd-
(Praveen Gupta)
Member (Judicial)

28th March, 2025

Kavya Prakash Srivastava
(Stenographer)