



**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH- II
Company Application (CAA) No. 178/KB/2025**

*An application under Section 230(1) to 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):

MAL METALLIKS PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having Corporate Identification No. **U27109WB2005PTC102386** and its registered office at 9th Floor, 23 Circus Avenue, Kolkata-700017, West Bengal, India.

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

And

MULTITECH AUTO PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having Corporate Identification No. **U34102WB2004PTC215505** and its registered office at 9th Floor, 23 Circus Avenue, Kolkata- 700017, West Bengal, India.

.... Applicant Company No. 2/ Transferor Company No. 2

And

RAMKRISHNA CASTING SOLUTIONS LIMITED, a company incorporated under the Companies Act, 1956 and being a Company within the meaning of the Companies Act, 2013 having Corporate



Identification No. **U42274WB1997PLC277411** and its registered office at 9th Floor, 23 Circus Avenue, Kolkata-700017, West Bengal, India.

.... Applicant Company No. 3/Transferee Company

IN THE MATTER OF:

1. MAL METALLIKS PRIVATE LIMITED
2. MULTITECH AUTO PRIVATE LIMITED
3. RAMKRISHNA CASTING SOLUTIONS LIMITED

.....APPLICANTS

Coram

Mr.Labh Singh : Member (Judicial)
Ms.Rekha Kantilal Shah : Member (Technical)

Date of Pronouncement of order: 03/09/2025

Appearances - For the Applicants:

Ms. Neha Somani, PCS

O R D E R

Per: Labh Singh, Member (Judicial)

1. The Court convened through physical 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, creditors and debenture holders in connection with the Scheme of Amalgamation of the Transferor Companies:

Serial Number	Name of the Companies
Transferor Company No.	Mal Metalliks Private Limited



1	
Transferor Company No.	Multitech Auto Private Limited
2	

with **Ramkrishna Casting Solutions Limited**, being the Applicant Company No. 3 above named (“**Transferee Company**”) whereby and whereunder the Transferor Companies are proposed to be amalgamated with the Transferee Company from the Appointed Date i.e., **1st January, 2024** in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“Scheme”). The Copy of the said Scheme of Amalgamation is annexed to the Company Application in **Annexure H in Volume III at Page No. 407-440.**

3. The Board of Directors of the Applicant Companies at their respective Board meetings, held on 16th February, 2024 approved and resolved to carry out the said Scheme of Amalgamation. The said approval, however, was subject to shifting of registered office and change of name of the Transferee Company. Consequent upon change of name and registered office, the Board of Directors of the Applicant Companies have approved the modified Scheme on 07th April, 2025 to incorporate the changes required pursuant to shifting of registered office and change of the name of the Transferee Company. The copies of the resolution passed by the Applicant Companies as on 16th February, 2024 and 07th April, 2025 are annexed with the Company Application being **Annexure G in Volume III at Page No(s). 398 to 406.**

4. It is submitted by the Ld. Authorised Representative appearing for the Applicants that the shares of all the Applicant Companies are not listed on any stock exchange. Further, the Applicants have the following classes of shareholders and creditors as on 31st December, 2024: -



Applicant No.	No. of Equity Shareholders	No. of Secured Creditors	No. of Unsecured Creditors
Applicant No. 1	2	2	399
Applicant No. 2	3	2	536
Applicant No. 3	7	2	742

5. The Ld. Authorised Representative appearing for the Applicant Companies submits that the Valuation Report regarding recommendation of Equity Share Exchange Ratios for the proposed merger of Mal Metalliks Private Limited and Multitech Auto Private Limited with Ramkrishna Casting Solutions Limited dated 15.02.2024 has been prepared by Mr. Ritesh Kumar Gupta, Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/11473) which is annexed to the Company Application as **Annexure I** in **Volume III** at **Page No(s). 441 to 451.**
6. The certificate from Statutory Auditor confirming the Accounting Treatment contained in the scheme in compliance with all the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 is annexed with the Company Application in **Annexure M** in **Volume VII** at **Page No. 1176 to 1177.**
7. Ld. Authorised Representative appearing for the Applicant Companies submits that 100% in value of the Secured Creditors of all the Applicant Companies, 90.08% of the Applicant Company No. 1, 90.03% of the Applicant Company No. 2 and 90.26% of the Applicant Company No. 3 in value of the Unsecured Creditors have given their consent to the Scheme



in writing by way of affidavits for the approval of the proposed Scheme of Amalgamation which is annexed with the Company Application being **Annexure J** in **Volume III, IV, V, VI and VII** at **Page No(s). 452 to 1119.**

8. Ld. Authorised Representative appearing for the Applicant Companies submits that the Applicant Company No.3 has one Debenture holder holding unlisted, secured and redeemable non-convertible debentures and the same has given consent to the Scheme in writing by way of affidavit for the approval of the proposed Scheme of Amalgamation which is annexed with the Company Application being **Annexure K** in **Volume VII** at **Page No(s). 1120 to 1137.**

9. Ld. Authorised Representative appearing for the Applicant Companies submits that 100% of the Equity Shareholders of the Applicant Companies have given their consent to the Scheme in writing by way of affidavits for the approval of the proposed Scheme of Amalgamation which is annexed with the Company Application being **Annexure L** in **Volume VII** at **Page No(s). 1138 to 1175.**

10. Directions are sought accordingly for:

- (a) Dispensing with the meetings of the Equity Shareholders of the Applicant Companies.
- (b) Dispensing with the meetings of the Secured Creditors of the Applicant Companies.
- (c) Dispensing with the meetings of the Unsecured Creditors of the Applicant Companies.
- (d) Dispensing with the meeting of the Debenture Holder of the Applicant Company No. 3.

11. Heard the Ld. Authorised Representative for the Applicant Companies 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 the Equity Shareholders, Secured Creditors, Unsecured Creditors of the Applicant Companies and Debenture Holder of the Applicant Company No. 3, the meetings of the Equity Shareholders, Secured Creditors, Unsecured Creditors of the Applicant Companies and Debenture Holder of the Applicant Company No. 3 are dispensed with under Section 230(1) read with Section 232(1) of the Act.

(b) The Applicant Companies to serve a 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 Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata;
- the Registrar of Companies, Kolkata, West Bengal with whom the Applicants are registered;
- the Official Liquidator, High Court, Calcutta;
- the Income Tax Department having jurisdiction over the Applicants.

These notices shall be sent through hand delivery against a stamped receipt or by speed post and 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. 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.

12. The Applicant Companies shall file an affidavit of service with the registry in regard to the directions given in this Order to report to this Tribunal that the directions regarding the issuance of notices have been duly complied with.

13. The application being **Company Application (CAA) No. 178/KB/2025** is disposed of accordingly.

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

Rekha Kantilal Shah
Member (Technical)

Labh Singh
Member (Judicial)

Order signed on 03/09/2025

PJ