

24/2/2017-CL-III
Government of India
Ministry of Corporate Affairs

Shastri Bhawan, A Wing, 5th Floor,
Dr. Rajendra Prasad Road,
New Delhi-110 001.

Dated: 22.05.2019

Speed Post Ltd.
West Bengal Wasteland Dev. Corp. Ltd.
Reg. No. 622
Case No. 1A-31
Date 24.05.19

To

- ✓ 1. M/s West Bengal Wasteland Dev.
Corporation Ltd,
10A Auckland Road,
Eden Garden, Kolkata-700 021.
2. West Bengal Forest Dev.
Corporation Ltd
KB-19 Sector-III, Salt Lake,
Kolkata-700 098.

Subject: Application under Section 230-232 of the Companies Act, 1963
seeking approval for amalgamation of West Bengal Wasteland
Dev. Corporation Ltd with West Bengal Forest Dev. Corporation
Ltd.

Sir,

I am directed to forward herewith a certified copy of this Ministry's
Final Order dated 21.05.2019 on the above subject for information and
necessary action.

Yours faithfully,



(Yogini D Chauhan)
Deputy Director

Copy for information to:-

Shri Hemant Kumar Singh, Partner, Hemant Singh & Associates 306,
Surya Complex, 21, Veer Savarkar Block, Shakarpur, Delhi-110 092.

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24/2/2017-CL-III
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

In the matter of Sections 230-232 of the Companies Act, 2013

AND

In the matter of Scheme of Amalgamation of

M/s. West Bengal Wasteland Development Corporation Limited

With

M/s. West Bengal Forest Development Corporation Limited

1. M/s. West Bengal Wasteland Development Corporation Limited
having registered office at 10A, Auckland Road, Eden Garden,
Kolkata-700 021

Transferor Company

- 2 M/s West Bengal Forest Development Corporation Limited, having
registered office at KB-19, Sector-III, Kolkata-700 098.

Transferee Company

Present :

1. Shri Hemant Kumar Singh, Company Secretary.
2. Bhargav Mitra, Advocate, Fox & MandalFor transferor and
transferee company

FINAL ORDER

Confirmation petitions were filed on 1st April, 2019 by West Bengal Wasteland Development Corporation Limited and West Bengal Forest Development Corporation Limited in this Ministry praying for confirmation and sanction of the Scheme of Amalgamation of West Bengal Wasteland Development Corporation Limited (Transferor company) with West Bengal Forest Development Corporation Limited (Transferee company) u/s 230-232 of the Companies Act, 2013.

2. The Transferor Company, West Bengal Wasteland Development Corporation Limited was incorporated on 28.07.1989 and is a Government Company under Section 2(45) of the Companies Act, 2013. The Registered Office of the Transferor Company is situated at 10A, Auckland Road, Eden Garden, Kolkata-700 021. The main objects of the company is to acquire, purchase or obtain by lease from Government of West Bengal, to develop wasteland by raising plantation and to support and promote tree planting activities on private lands.

3. The Transferee Company, West Bengal Forest Development Corporation Limited was incorporated on 19.07.1974 and is a Government Company under Section 2(45) of the Companies Act, 2013. The Registered Office of the Transferee Company is situated at KB-19, Sector-III, Salt Lake, Kolkata-700 098. The main objects of the company is to acquire, purchase or obtain by lease from Government of West Bengal, to develop forest by large scale harvesting to be followed by sale of production, to market various forest produce etc.

4. In accordance with the Government of India notification GSR 582 (E) dated 13.06.2017, the powers under section 230-232 of the Companies Act, 2013 have been conferred on the Central Government in respect of Government Companies. Therefore, the Central Government in the Ministry of Corporate Affairs has the jurisdiction to hear and decide the present petition.

5. The brief facts of the case are that the Scheme proposes amalgamation of West Bengal Wasteland Development Corporation Limited (Transferor Company) with West Bengal Forest Development Corporation Limited (Transferee Company). It has been stated that the amalgamation will help improve operational efficiency, optimum advantage and synergy in operations, avoid un-necessary duplication of costs of administrative costs etc. as both the companies are carrying business of similar nature. The Government of West Bengal, Department of Forests vide letter No 4188-For/O/D/8M-13/2017 dated 07.12.2017 conveyed their approval for the merger of Transferor Company with the Transferee Company. All the employees of the Transferor Company shall become the employees of the Transferee Company from the effective date of scheme.

6. The Scheme of Amalgamation has been approved by the Board of Directors' of the Transferor Company in its meeting held on 18.09.2017. The petition of Transferor Company is supported by the affidavit of Shri Raju Das, Managing Director of the company. The shareholders of the Transferor Company have consented to the Scheme of Amalgamation by affidavit.



7. The Scheme of Amalgamation has been approved by the Board of Directors' of the Transferee Company in its meeting held on 15.09.2017. The petition of Transferor Company is supported by the affidavit of Shri Subrat Dhaundyal, Managing Director of the company. The shareholders of the Transferee Company have approved the Scheme of Amalgamation in the meeting held on 01.03.2019.

8. After the hearing, the Ministry, vide order dated 28.09.2018 amended by order dated 24.12.2018, directed both the applicant companies to send notice to the Regional Director, (Eastern Region), Registrar of Companies, Kolkata, Official Liquidator, Kolkata, Jurisdictional Income Tax Authorities and other Statutory Authorities mentioned in the scheme for their reports on the proposal of the Companies. Convening the meeting of equity shareholders of Transferor Company was dispensed with as all the shareholders have given their consent by affidavit. Also convening the meeting of secured and unsecured creditors of applicant companies were dispensed with as both the companies have certified by affidavits that they have no secured/unsecured creditors. The Transferee Company was directed to convene the meeting of its equity shareholders to obtain the approval of the shareholders. The company was directed to publish notice of meeting of equity shareholders in a prominent newspaper in English and publication in Vernacular newspaper was dispensed with as the President of India and Governor of West Bengal are the only equity shareholders of the Transferee Company.

9. Pursuant to Orders dated 28.09.2018 & 24.12.2018, the companies have sent notice to concerned Regional Director, Registrar of Companies, Delhi, Official Liquidator, Delhi and other statutory authorities and filed confirmation petition on 01.04.2019. The Chairperson of the meeting of the equity shareholders of the Transferee Company has filed his report on 13.03.2019 along with original paper cuttings of the notice published in "The Statesman" in English on 29.01.2019 regarding the proposed scheme. The Chairperson has reported that the meeting of the equity shareholders of the transferee company was held on 01.03.2019 at Conference Hall of West Bengal Forest Development Corporation Ltd, 6th floor, Aranya Bikash Bhavan, KB-19, Sector-III, Salt Lake, Kolkata. The company have two equity shareholders, President of India through Ministry of Environment, Forest and Climate Change and Governor of West Bengal through Dept. of Forests, Govt. of West Bengal and the meeting was attended by representatives of Govt. of West Bengal from the Dept. of Forest and Govt. of India, Ministry of Environment, Forest and Climate Change together holding 100% of the equity share capital. Both have voted in favour of the scheme and none voted against the scheme.



10. The Regional Director, Eastern Region in his report dated 03.04.2019 has reported that his directorate has not received any complaint against the scheme of amalgamation and the application may be disposed on its merit.

11. The Registrar of Companies, Kolkata vide his report dated 4.7.2018 has reported that no complaints or representation has been received against the scheme of amalgamation and the application may be disposed on its merit.

12. The Official Liquidator, Kolkata vide his report dated 09.04.2019 has reported that the scheme is not unfair and is not prejudicial to the interests of its members or to the general public and his office does not have any objection to the scheme and the Ministry may dispose the application on its merit.

13. The Scheme of Amalgamation proposed by the applicant companies has been examined. The views and comments of concerned Regional Director, Registrar of Companies and Official Liquidator have also been considered. The Confirmation Petitions filed by the companies from time to time and the submissions made by the officials of the companies during the hearings held in the Ministry have also been considered.

14. For considering the proposal of amalgamation, the procedure as required under the provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 was followed and transparency was maintained during the proceedings. Sufficient opportunity was provided to all concerned by way of giving direction to the applicant companies for publishing the notice of the Scheme or supplying copies of the Scheme to anyone who required so with a view to eliciting views of all concerned to the proposed Scheme.

15. It is noted that the Scheme contains no features detrimental to the interest of the employees of the Transferor Company or Transferee Company. Upon the Scheme becoming effective, all permanent employees of the Transferor Company as on the appointed date shall be deemed to be the employees of the Transferee Company employed without any breach or interruption of service and subject to the provisions of the Scheme, on terms and conditions not less favorable than those applicable to them as on appointed date.



16. The said Scheme does not violate any statutory provisions and amalgamation is not against public interest. The validity of all the actions, proceedings and obligations of the Transferor and Transferee Companies continues even after the implementation of the Scheme. Therefore, no person holding any claim or right against the Transferor or Transferee Company prior to the Scheme coming into effect would be prejudicially affected even after the implementation of the Scheme.

17. In view of the aforesaid facts and circumstances and having regard to the averments made in the petition and during the course of the hearing, submission made by the companies and further considering the reports of the concerned Regional Director, Registrar of Companies and Official Liquidator, the Scheme of Amalgamation of the Transferor Company with the Transferee Company is found to be in order and hence the prayer for sanction of the Scheme of Amalgamation deserves to be allowed.

18. Now, therefore, the sanction of the Central Government is hereby accorded to the Scheme of Amalgamation of West Bengal Wasteland Development Corporation Limited (Transferor Company) with West Bengal Forest Development Corporation Limited (Transferee Company) under section 230-232 of the Companies Act, 2013. The Scheme shall be binding on the shareholders and creditors of the Transferor Company and Transferee Company and all concerned with effect from 01.04.2018, being the appointed date for coming into force of the said Scheme.

19. Consequent to the amalgamation of the companies, and the Scheme taking effect:-

- (i) The Transferor Company shall stand dissolved without the process of winding up;
- (ii) All the property/assets, rights and powers of Transferor Company shall be transferred without further act or deed to the Transferee Company in accordance with the Scheme, and accordingly the same shall, pursuant to section 232(3) of the Companies Act, 2013 be transferred to and vested in the Transferee Company for all the estate and interest of Transferor Company therein;
- (iii) All the liabilities and duties of Transferor Company shall be transferred without further act or deed to Transferee Company in accordance with the Scheme and accordingly the same shall, pursuant to section 232(3) of the Companies Act, 2013 be,

- transferred to and become the liabilities and duties of Transferee Company;
- (iv) All Court cases/proceedings, now pending by or against the Transferor Company shall be continued by or against Transferee Company; and,
- (v) The Applicant Companies shall apply the Accounting Standards as laid down under Section 133 of the Companies Act, 2013.


20. It is further ordered that the parties to the Scheme or other persons interested in the Scheme are at liberty to apply for any direction that may be necessary for working of the said Scheme.

21. It is further ordered that Transferor and Transferee Company shall file with the Registrar of Companies, Kolkata a certified copy of this order within 30 days of the receipt of the same, in Form No.INC 28.

22. A copy of the order be made available to the parties concerned.

SCHEDULE:-

Copy of the Scheme of Amalgamation is annexed.


(GYANESHWAR KUMAR SINGH)
Joint Secretary to the Government of India
on behalf of the Central Government

Place: New Delhi
Date: 21.05.2019.

