

In the National Company Law Tribunal,
Kolkata Bench, Kolkata

CA No.48/KB/2018

CP No.122/2017

In the Matter of: -

Sections 230 to 232 of the Companies Act, 2013;

And

In the Matter of:

Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

In the matter of:

An application under sections 391(2) to 394 of the said Act;

And

In the Matter of: -

Rule 11 of the National Company Law Tribunal Rule

And

In the matter of:

Pashupati Merchandise Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 219C Old China Bazar Street Room No B/1, Kolkata - 700001, West Bengal;

And

In the matter of:

Advance Fabrication Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 121, J.N. Mukherjee Road, Ghusuri, Howrah - 711107, West Bengal;

And

In the matter of:

Madurai Goods Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 8 Hanspukur, 1st Lane, Kolkata - 700007;

Sd

And

In the matter of:

Vantage Vinimay Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 8 Hanspukur, 1st Lane, 1st Floor, Kolkata - 700007, West Bengal;

And

In the matter of:

1. Pashupati Merchandise Private LimitedApplicant

Order Delivered on 28th February 2018

Coram:

Jinan K.R., Member (J)

For the Petitioners

: Mr. Sashi Agarwal, CA

ORDER

Per Jinan K.R., Member (J)

This is an application under section 391(2) and section 394 of the Companies Act, 1956 praying for dissolution without winding up of the transferor companies, namely, Advance Fabrication Private Limited, Madurai Goods Private Limited, Vantage Vinimay Private Limited.

2. It reveals from the records that Scheme of Amalgamation of Advance Fabrication Private Limited, Madurai Goods Private Limited, Vantage Vinimay Private Limited with Pashupati Merchandise Private Limited was sanctioned by this Tribunal vide order dated 13/10/2017. Copy of the order of the Tribunal is annexed with the application and marked with the letter A.

3. By the order of the Tribunal dated 13/10/2017, the Official Liquidator attached to the Hon'ble High Court, Calcutta was directed to file a report under the second proviso to sub-section (1) of section 394 of Companies Act, 1956 about the affairs of the transferor companies. The order of the Tribunal dated 13/10/2017 reads as under: -

“That leave is granted to the Transferee Company to appear for dissolution without winding up of the Transferor companies.”

4. Pursuant to the said direction of the Tribunal dated 13/10/2017, the Official Liquidator appointed M/s R. K. Jagnani & Co, Chartered Accountant for the purpose of thoroughly scrutinizing the books, records and other papers in accordance with Section 209 of the Companies Act, 1956 and applicable provisions of Companies, 2013 relating to transferor companies.
5. The said Chartered Accountant submitted his report and on the basis of the same the Official Liquidator has duly filed his report wherein official liquidator has come to the conclusion that the affairs of the transferor companies namely, Advance Fabrication Private Limited, Madurai Goods Private Limited, Vantage Vinimay Private Limited have not been conducted in a manner prejudicial to the interest of their members or to public. A copy of the report of the Official Liquidator dated 18/7/2017 is annexed with the application and marked with the letter B.
6. Heard Ld. Counsel for the applicant. Perused the documents annexed to the application.
7. In view of the leave granted by the Tribunal and in view of the Notification, this Tribunal to deal with all amalgamation matters including pending matters under erstwhile Sections 391 to 394 of the Companies Act, 1956 [Sec. 230 to 232 of the Companies Act, 2016], the applicant filed this application with the above prayer.
8. We have perused the documents annexed to the application and have heard the submissions made on behalf of the petitioner and pass the following orders:

ORDER

- a. The Transferor Companies (1) Advance Fabrication Private Limited, (2) Madurai Goods Private Limited, (3) Vantage Vinimay Private

Limited be dissolved without winding up from the date of filing of the certified copy of this order with the Registrar of Companies, West Bengal by the petitioner.

- b. Pashupati Merchandise Private Limited, Advance Fabrication Private Limited, Madurai Goods Private Limited, Vantage Vinimay Private Limited, are directed to file certified copy of this order with the Registrar of Companies, West Bengal within 30 days from this date.
- c. Registrar of Companies, West Bengal upon receiving such certified copies of this order be directed to place all documents relating to Transferor Companies (1) Advance Fabrication Private Limited, (2) Madurai Goods Private Limited, (3) Vantage Vinimay Private Limited and register them with the file kept by him in relation to the Pashupati Merchandise Private Limited and files relating to Pashupati Merchandise Private Limited, Advance Fabrication Private Limited, Madurai Goods Private Limited, Vantage Vinimay Private Limited shall be consolidated accordingly.

There shall be no orders as to costs.

The CA (CAA) No.48/KB/2018 is hereby disposed of.

Urgent certified copy of this order, if applied for be issued upon compliance with all requisite formalities.

Sd

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Jinan K.R.
Member (J)

Signed on 28th February 2018