

**In the National Company Law Tribunal,**  
**Kolkata Bench, Kolkata**

**CA No.62/KB/2018**

**CP No.349/2015**

In the Matter of: -

Sections 230 to 232 of the Companies Act, 2013 read with 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:

Ahilaya Sales Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 1, A.J.C. Bose Road, 2<sup>nd</sup> Floor, Kolkata -700 020, West Bengal

And

In the matter of:

SPA Technogies Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 1, A.J.C. Bose Road, 2<sup>nd</sup> Floor, Kolkata -700 020, West Bengal

And

In the matter of:

SPA International Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 1, A.J.C. Bose Road, 2<sup>nd</sup> Floor, Kolkata -700 020, Kolkata -700019, West Bengal

And

In the matter of:

SK.Oil & Power Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 1, A.J.C. Bose Road, 2<sup>nd</sup> Floor, Kolkata -700 020, West Bengal

And

In the matter of:

Sushil Impex Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 4, Ashoka Road, Kolkata - 700 027, West Bengal

In the matter of:

Ahilaya Sales Private Limited

.....Applicant

Order Delivered on 5<sup>th</sup> March 2018

**Coram:**

**Jinan K.R., Member (J)**

For the Petitioners

: Mr. Rajesh Singh, Advocate

**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 (1) SPA Technogies Limited, (2) SPA International Limited, (3) SK.Oil & Power Private Limited and (4) Sushil Impex Private Limited.

2. It is seen from the records that on 9/02/2016 Hon'ble High Court has passed an order approving the scheme of amalgamation of (1) SPA Technogies Limited, (2) SPA International Limited, (3) SK.Oil & Power Private Limited and (4) Sushil Impex Private Limited with Ahilaya Sales Private Limited. By the said order 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 which runs as under: -

*“That leave be and the same hereby granted dissolution without winding up of the said transferor companies upon filing of the said report by the said Official Liquidator”.*

Copy of the order annexed with the application and marked with the letter - A.

3. Pursuant to the said direction dated 9/02/2016, the Official Liquidator appointed Shri Sankar Dutta, Chartered Accountant for the purpose of thoroughly scrutinizing the books records and other papers in accordance with Section 209 of the Companies Act, 1956 relating to transferor companies.

4. The said Chartered Accountant submitted his report and on the basis of the same the Official Liquidator has duly filed his report before the Hon'ble Court and has come to the conclusion that the affairs of the transferor companies namely, (1) SPA Technologies Limited, (2) SPA International Limited, (3) SK.Oil & Power Private Limited and (4) Sushil Impex 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 20/4/2017 is annexed with the application and marked with the letter B.

5. In view of the leave granted by the Hon'ble High Court 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.

6. 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) SPA Technogies Limited, (2) SPA International Limited, (3) SK.Oil & Power Private Limited and (4) Sushil Impex 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. (1) SPA Technogies Limited, (2) SPA International Limited, (3) SK.Oil & Power Private Limited and (4) Sushil Impex Private Limited are directed to file a 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 Companies (1) SPA Technogies Limited, (2) SPA International Limited, (3) SK.Oil & Power Private Limited and (4) Sushil Impex Private Limited and register them with the file kept by him in relation to the Ahilaya Sales Private Limited and files relating to (1) SPA Technogies Limited, (2) SPA International Limited, (3) SK.Oil & Power Private Limited and (4) Sushil Impex Private Limited shall be consolidated accordingly.

CA (CAA) No.62/KB/2018 is hereby disposed of.

There shall be no order as to costs.

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

Sd

**Jinan K.R.**  
**Member (J)**

Signed on 27<sup>th</sup> February 2018