

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

**CA No.68/KB/2018**

**CP No.500/2016**

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:

Chichinga Fatik Cold Storage Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 11/A, Topsia Second Lane, Kolkata -700 039, West Bengal

And

In the matter of:

Vandeep Trading Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 27, Brabourne Road, Kolkata -700 001, West Bengal

And

In the matter of:

Axis Commosales Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 85, Metcalfe Street, Kolkata -700 013, West Bengal

And

In the matter of:

Chichinga Fatika Cold Storage Private Limited

.....Applicant

Order Delivered on 6<sup>th</sup> March 2018

**Coram:**

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

For the Applicant/Petitioner : Mr. Amitabh Shukla, 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) Vandeeep Trading Private Limited and (2) Axis Commosales Private Limited.

2. It appears from the records that on 3/10/2016 Hon'ble High Court has passed an order approving the scheme of amalgamation of (1) Vandeeep Trading Private Limited and (2) Axis Commosales Private Limited with Chichinga Fatika 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 is hereby granted to the said transferee company to apply for the dissolution without winding up of the said transferor company after filing the said report by the said Official Liquidator".*

Copy of the order dated 3/10/2016 annexed with the application and marked with the letter - A.

3. Pursuant to the said direction dated 3/10/2016, the Official Liquidator appointed Shri Sanjeeb Agarwal, 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) Vandeeep Trading Private Limited and (2) Axis Commosales 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 19/9/2017 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**

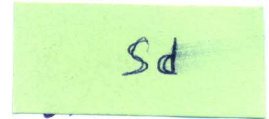
- a. The Transferor Companies (1) Vandeeep Trading Private Limited and (2) Axis Commosales Private Limited be dissolved without winding up from the date of filing of the certified copy of this order with the Registrar of Companies, West Bengal by the petitioner.
- b. (1) Vandeeep Trading Private Limited and (2) Axis Commosales 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) Vandeeep Trading Private Limited and (2) Axis Commosales Private Limited and register them with the file kept by him in relation to the Chichinga Fatika Cold Storage Private Limited and files relating to (1) Vandeeep Trading Private Limited and (2) Axis Commosales Private Limited shall be consolidated accordingly.

CA (CAA) No.68/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.



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

Signed on 6<sup>th</sup> March 2018