

**NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

CA(CAA)No.53/KB/2018

In

C.P.No.968/2014

Coram: Shri Jinan K.R., Hon'ble Member (Judicial)

In the matter of :

An application under Section 232 of the Companies Act, 2013, under Section 391(2) to 394 of the Companies Act, 1956 and Rule 11 of the National Company Law Tribunal Rules, 2016.

And

IN THE MATTER OF:

B D PROPERTIES PRIVATE LIMITED, a Company incorporated under the provisions of the Indian Companies Act, 1913 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 68/2 Harish Mukherjee Road, Kolkata 700 025 in the State of West Bengal, within the aforesaid jurisdiction;

And

IN THE MATTER OF :

BETUL VINIMAY PRIVATE LIMITED, a Company incorporated under the provisions of the Indian Companies Act, 1913 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 68/2 Harish Mukherjee Road, Kolkata 700 025 in the State of West Bengal, within the aforesaid jurisdiction;

And

IN THE MATTER OF :

GLAMOUR COMMODITIES PRIVATE LIMITED, a Company incorporated under the provisions of the Indian Companies Act, 1913 and being a Company within the meaning of the Companies Act, 2013 having its registered office at 68/2 Harish Mukherjee Road, Kolkata 700 025 in the State of West Bengal, within the aforesaid jurisdiction;

And

IN THE MATTER OF:

BASKINATH PROPERTIES & FINANCE PRIVATE LIMITED, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Ganapati Building Kolkata-700025, within the aforesaid jurisdiction;

And

IN THE MATTER OF:

BISHWAMBHAR PROPERTIES PRIVATE LIMITED, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Ganapati Building Kolkata-700025, within the aforesaid jurisdiction;

And

IN THE MATTER OF:

BRAHASPATI PROPERTIES PRIVATE LIMITED , a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Ganapati Building Kolkata-700025, within the aforesaid jurisdiction;

Sd

And

IN THE MATTER OF:

ALCOVE CONSTRUCTION PRIVATE LIMITED , a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road Kolkata-700025, within the aforesaid jurisdiction;

AND

IN THE MATTER OF:

Alcove Construction Private Limited

... .. Applicant

Counsel for the Applicants:

Mr Shashi Agarwal, CA

ORDER

Per Shri Jinan K.R, Member (Judicial)

1. 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 B D Properties Private Limited, Betul Vinimay Private Limited, Glamour Commodities Private Limited, Baskinath Properties & Finance Private Limited, Bishwambhar Properties Private Limited, Brahaspati Properties Private Limited .

2. It is seen from the records that Scheme of Amalgamation of B D Properties Private Limited, Betul Vinimay Private Limited, Glamour Commodities Private Limited, Baskinath Properties & Finance Private Limited, Bishwambhar Properties Private Limited, Brahaspati Properties Private Limited with Alcove Construction Private Limited was sanctioned vide order

Sd

dated 19/02/2015 by Hon'ble High Court, Calcutta. A copy of the said order of the Hon'ble High Court Calcutta dated 19.02.2015 is annexed with the application and marked "A".

3, By the said order the Hon'ble High Court Calcutta, 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.

4. Pursuant to the said direction dated 19/02/2015 the official liquidator appointed SBAV & Associates, 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. 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, B D Properties Private Limited, Betul Vinimay Private Limited, Glamour Commodities Private Limited, Baskinath Properties & Finance Private Limited, Bishwambhar Properties Private Limited, Brahaspati Properties Private Limited have not been conducted in a manner prejudicial to the interest of their members or to public.

5. Heard the Ld. Counsel and perused the documents annexed to the application and have heard the submissions made on behalf of the petitioner and pass the following orders:

- a. The Transferor Companies B D Properties Private Limited, Betul Vinimay Private Limited, Glamour Commodities Private Limited, Baskinath Properties & Finance Private Limited, Bishwambhar Properties Private Limited, Brahaspati Properties 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. Alcove Construction Private Limited, B D Properties Private Limited, Betul Vinimay Private Limited, Glamour Commodities Private Limited, Baskinath Properties & Finance Private Limited, Bishwambhar Properties Private Limited, Brahaspati Properties 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 B D Properties Private Limited, Betul Vinimay Private Limited, Glamour Commodities Private Limited, Baskinath Properties & Finance Private Limited, Bishwambhar Properties Private Limited, Brahaspati Properties Private Limited and register them with the file

kept by him in relation to the Alcove Construction Private Limited and files relating to Alcove Construction Private Limited, B D Properties Private Limited, Betul Vinimay Private Limited, Glamour Commodities Private Limited, Baskinath Properties & Finance Private Limited, Bishwambhar Properties Private Limited, Brahaspati Properties Private Limited shall be consolidated accordingly.

There shall be no orders as to costs.

The C.A. (CAA) No. 53/KB/2018 is hereby disposed of.


(Shri Jinan K.R.)
Member (Judicial)

Signed on 1st March ,2018.

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