

IN THE NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH

**CA (CAA) No. 56/KB/2018**

**Arising out of**

**Company Petition CP No.659 of 2016**

**Arising out of**

**Company Application CA No.515 of 2016**

In the matter of :

An application under Sections 391(2) and  
394 of the Companies Act, 1956 ;

AND

In the matter of :

PATANGI TRADE & HOLDINGS PRIVATE  
LIMITED, a company incorporated under  
the provisions of the Companies Act, 1956  
having its Registered Office at 9/12, Lal  
Bazar Street, Block-E, 2<sup>nd</sup> Floor, Kolkata -  
700 001 within the aforesaid jurisdiction ;

AND

LAMBODHAR TRADECOM PRIVATE LIMITED,  
a company incorporated under the  
provisions of the Companies Act, 1956  
having its Registered Office at 9/12, Lal

Bazar Street, Block-E, 2<sup>nd</sup> Floor, Kolkata –  
700 001 within the aforesaid jurisdiction ;

AND

BHAGYALAXMI VINIMAY PRIVATE LIMITED,  
a company incorporated under the  
provisions of the Companies Act, 1956  
having its Registered Office at 9/12, Lal  
Bazar Street, Block-E, 2<sup>nd</sup> Floor, Kolkata –  
700 001 within the aforesaid jurisdiction ;

AND

TRINETRA PROJECTS PRIVATE LIMITED, a  
company incorporated under the provisions  
of the Companies Act, 1956 having its  
Registered Office at 9/12, Lal Bazar Street,  
Block-E, 2<sup>nd</sup> Floor, Kolkata – 700 001 within  
the aforesaid jurisdiction ;

AND

GAGAN DEALERS PRIVATE LIMITED, a  
company incorporated under the provisions  
of the Companies Act, 1956 having its  
Registered Office at 9/12, Lal Bazar Street,  
Block-E, 4th Floor, Room No.3, Kolkata –  
700 001 within the aforesaid jurisdiction ;

AND

PATANGI TRADE & HOLDINGS PRIVATE  
LIMITED

.... Applicant

Coram : Mr. Jinan K.R., Member(Judicial)

For the Applicants :

1. Mrs. Manju Bhuteria, Advocate

Date of pronouncement of Order : 1/3/18

Per Jinan K. R.

O R D E R

1. The Scheme of Amalgamation of Lambodhar Tradecom Private Limited, Bhagyalaxmi Vinimay Private Limited, Trinetra Projects Private Limited and Gagan Dealers Private Limited, the Transferor Companies with Patangi Trade & Holdings Private Limited, the Transferee Company, was duly sanctioned by the Hon'ble High Court, Calcutta, by an Order passed on 21-11-2016.

2. A certified copy of the said Order dated 21-11-2016 of the Hon'ble High Court, Calcutta is annexed with the Application and marked with letter "A".

3. In terms of the aforesaid Order dated 21-11-2016 of the Hon'ble High Court, Calcutta, the Official Liquidator attached to the Hon'ble High Court, Calcutta was directed to file a report under the second Provisio to Section 394(1) of the Companies Act, 1956 in respect of the said Transferor Companies for

enabling the Hon'ble High Court, Calcutta for passing necessary orders for dissolution without winding up of the said Transferor Companies.

4. In pursuance of the said direction, the Official Liquidator appointed the Chartered Accountant for the purpose of thoroughly scrutinizing the books, records, documents and other papers in accordance with Section 209 of the Companies Act, 1956 relating to the said Transferor Companies and to report whether in the opinion of the said appointed Chartered Accountants, the affairs of the said Transferor Companies have been conducted in a manner prejudicial to the interest of its members or to the public interest or not.

5. The said Chartered Accountant submitted his report on 27-06-2017 to the Official Liquidator with regard to the said Transferor Companies.

6. The Official Liquidator, upon perusal of the said report dated 27-06-2017 of the Chartered Accountant, and other relevant papers and records, prepared his report dated 12-07-2017 and had stated in the report that the said Transferor Companies have complied with the provision of Section 209 of the Companies Act, 1956 in the matter of maintenance of proper books of accounts and records and had concluded that the affairs of the said Transferor Companies had not been conducted in a manner prejudicial to the interest of their respective members or to public interest.

7. The said report of the Official Liquidator dated 12-07-2017 is annexed with the Application and marked with letter "B".

8. This Application has been made pursuant to leave granted to the Applicant Company by the Hon'ble High Court, Calcutta vide its Order dated 21-11-2016, as aforesaid, to apply for the dissolution without winding up of the said Transferor Companies after filing of the report under Section 394(1) of the Companies Act, 1956 by the Official Liquidator.

9. After having been perused the documents annexed to the application and after having been heard the submissions made on behalf of the applicants, the following orders are passed :

- (a) The Transferor Companies, namely, Lambodhar Tradecom Private Limited, Bhagyalaxmi Vinimay Private Limited, Trinetra Projects Private Limited and Gagan Dealers Private Limited be dissolved without winding up from the date of the filing of the Certified Copy of this Order upon the Registrar of Companies, West Bengal by Lambodhar Tradecom Private Limited, Bhagyalaxmi Vinimay Private Limited, Trinetra Projects Private Limited and Gagan Dealers Private Limited and Patangi Trade & Holdings Private Limited.
- (b) Lambodhar Tradecom Private Limited, Bhagyalaxmi Vinimay Private Limited, Trinetra Projects Private Limited and Gagan Dealers Private Limited, the Transferor Companies and Patangi Trade & Holdings Private Limited, the Transferee Company, do file the Certified Copy of this Order with the Registrar of Companies, West Bengal within 30 days after the date of this Order ;
- (c) The Registrar of Companies, West Bengal, upon receiving such certified copy is directed to place all documents, papers and records relating to Lambodhar Tradecom Private Limited, Bhagyalaxmi Vinimay Private Limited, Trinetra Projects Private Limited and Gagan Dealers Private Limited, the Transferor Companies and registered with him on the file kept by him in relation to the Patangi Trade & Holdings Private Limited, the Transferee Company, and the files relating to Lambodhar Tradecom Private Limited, Bhagyalaxmi Vinimay Private Limited, Trinetra Projects Private Limited and Gagan Dealers Private Limited, the Transferor Companies and Patangi Trade & Holdings Private Limited, the Transferee Company, shall be consolidated accordingly.

10. The Company Application C.A No. 56/KB/2018, arising out of Company Petition No.659 of 2016, arising out of Company Application CA No.515 of 2016, is accordingly, disposed of.

11. Certified copy of this order may be issued, if applied for, upon compliance of all requisite formalities.

Sd

(Jinān K. R.)  
Member(Judicial

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