

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

CA (CAA) No. 76/KB/2018

Arising out of

CP No. 258 of 2015

Arising out of

CA No. 164 of 2015

In the matter of :

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

AND

In the matter of :

NATRAJ TECHNOSOFT LIMITED, a company
incorporated under the provisions of the
Companies Act, 1956 having its Registered
Office at 5F, Everest, 46C, Chowringhee
Road, Kolkata – 700 071, West Bengal within
the aforesaid jurisdiction ;

AND

AURA CLOTHING PRIVATE LIMITED, a
company incorporated under the provisions
of the Companies Act, 1956 having its
Registered Office at 5F, Everest, 46C,

Chowringhee Road, Kolkata – 700 071, West
Bengal within the aforesaid jurisdiction ;

AND

NATRAJ TECHNOSOFT LIMITED

.... Applicant

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

For the Applicants :

1. Mr. Rajesh Singh, Advocate

Date of pronouncement of Order : 08-03-2018

Per Jinan K. R.

O R D E R

1. The Scheme of Amalgamation of Aura Clothing Private Limited, the Transferor Company with Natraj Technosoft Limited, the Transferee Company, was duly sanctioned by the Hon'ble High Court, Calcutta, by an Order passed on 07-04-2016.

2. A certified copy of the said Order dated 07-04-2016 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 07-04-2016 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 Proviso to Section 394(1) of the Companies Act, 1956 in respect of the said Transferor Company for enabling the Hon'ble High Court, Calcutta for passing necessary orders for dissolution without winding up of the said Transferor Company.

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 Company and to report whether in the opinion of the said appointed Chartered Accountants, the affairs of the said Transferor Company 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 04-11-2016 to the Official Liquidator with regard to the said Transferor Companies.

6. The Official Liquidator, upon perusal of the said report dated 04-11-2016 of the Chartered Accountant, and other relevant papers and records, prepared his report dated 28-11-2016 and had stated in the report that the said Transferor Company had complied with the provisions 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 Company had not been conducted in a manner prejudicial to the interest of its members or to public interest.

7. The said report of the Official Liquidator dated 28-11-2016 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 07-04-2016, as aforesaid, to apply for the dissolution without winding up of the said

Transferor Company 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 Company, namely, Aura Clothing 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 Aura Clothing Private Limited and Natraj Technosoft Limited, the Transferee Company
- (b) Aura Clothing Private Limited, the Transferor Company and Natraj Technosoft 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 Aura Clothing Private Limited, the Transferor Company and registered with him on the file kept by him in relation to Natraj Technosoft Limited, the Transferee Company, and the files relating to Aura Clothing Private Limited, the Transferor Company and Natraj Technosoft Limited, the Transferee Company, shall be consolidated accordingly.

10. The Company Application C.A No. 76/KB/2018, arising out of CP No.258 of 2015, arising out of CA No.164 of 2015, is accordingly, disposed of.

Sd

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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