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In the National Company Law Tribunal,
Kolkata Bench, Kolkata

CA No.52/KB/2018

CP No.582/2016

In the Matter of:

Sections 230 to 232 of the Companies Act, 2013;

And

In the Matter of:

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:

Uphar Conclave Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 14/2 ,Old China Bazar Street, 4th Floor,Room No 417, Kolkata - 700001, West Bengal;

And

In the matter of:

G-Tec Telesolution Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 14/2 ,Old China Bazar Street, 4th Floor,Room No 417, Kolkata - 700001, West Bengal;

And

In the matter of:

Kavi Merchandise Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 14/2 ,Old China Bazar Street, 4th Floor,Room No 417, Kolkata - 700001, West Bengal;

And

In the matter of:

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Sd

MS Vyapaar Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 14/2 ,Old China Bazar Street, 4th Floor,Room No 417, Kolkata - 700001, West Bengal;

And

In the matter of:

Ujjwala Conclave Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 14/2 ,Old China Bazar Street, 4th Floor,Room No 417, Kolkata - 700001, West Bengal;

And

In the matter of:

Uphar Conclave Private Limited

..... Applicant

Order Delivered on 28th February 2018

Coram:

Jinan K.R., Member (J)

For the Petitioners

: Mr. Sashi Agarwal, CA

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) G-Tec Telesolution Private Limited, (2) Kavi Merchandise Private Limited, (3) MS Vyapaar Private Limited, (4) Ujjwala Conclave Private Limited.

2. It appears from the records that Scheme of Amalgamation of G-Tec Telesolution Private Limited, Kavi Merchandise Private Limited, MS Vyapaar Private Limited, Ujjwala Conclave Private Limited with Uphar Conclave Private Limited was sanctioned by Hon'ble High Court, Calcutta vide order dated 3/10/2016 which reads 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 transferee company after filing of the said report by the said Official Liquidator.”

Copy of the order passed by the Hon'ble High Court on 3/10/2016 is annexed with the application and marked with the letter A.

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

4. Pursuant to the said direction of the Hon'ble High Court dated 3/10/2016, the Official Liquidator appointed Ruwatia & Associates (Prop: Mukesh Kumar Ruwatia), 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.

5. 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, G-Tec Telesolution Private Limited , Kavi Merchandise Private Limited , MS Vyapaar Private Limited, Ujjwala Conclave 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 11/12/2017 is annexed with the application and marked with the letter B.

6. In view of the Notification, this Tribunal to deal with all amalgamation 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.

7. 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 G-Tec Telesolution Private Limited, Kavi Merchandise Private Limited, MS Vyapaar Private Limited, Ujjwala Conclave 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. Uphar Conclave Private Limited, G-Tec Telesolution Private Limited, Kavi Merchandise Private Limited, MS Vyapaar Private Limited, Ujjwala Conclave Private Limited, are directed to file a certified copy of this order with the Registrar of Companies, West Bengal within 30 days from the date of this order.
- c. Registrar of Companies, West Bengal upon receiving such certified copies of this order be directed to place all documents relating to Companies G-Tec Telesolution Private Limited, Kavi Merchandise Private Limited, MS Vyapaar Private Limited, Ujjwala Conclave Private Limited and register them with the file kept by him in relation to the Uphar Conclave Private Limited and files relating to Uphar Conclave Private Limited, G-Tec Telesolution Private Limited, Kavi Merchandise Private Limited, MS Vyapaar Private Limited, Ujjwala Conclave Private Limited shall be consolidated accordingly.

CA (CAA) No.52/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

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Jinan K.R.
Member (J)

Signed on 28th February 2018