

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

CA No. 59/KB/2018

Arising out of

Company Petition CP No.641 of 2016

Arising out of

Company Application CA No.488 of 2016

In the matter of :

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

AND

In the matter of :

ANALYSYS SOFTWARE PRIVATE LIMITED, a
company incorporated under the provisions
of the Companies Act, 1956 having its
Registered Office at 3, Pretoria Street, 1st
Floor, Kolkata - 700 071 within the
aforesaid jurisdiction ;

AND

BAJAJ OVERSEAS & FINANCE PRIVATE
LIMITED, , a company incorporated under
the provisions of the Companies Act, 1956
having its Registered Office at 3, Pretoria

Street, 1st Floor, Kolkata – 700 071 within the aforesaid jurisdiction ;

AND

S N B SHARE BROKING PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at 3, Pretoria Street, 1st Floor, Kolkata – 700 071 within the aforesaid jurisdiction ;

AND

BAJAJ PORTFOLIO SERVICES PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at 3, Pretoria Street, 1st Floor, Kolkata – 700 071 within the aforesaid jurisdiction ;

AND

NEAT TECHNICALS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at 3, Pretoria Street, 1st Floor, Kolkata – 700 071 within the aforesaid jurisdiction ;

AND

ANALYSYS SOFTWARE(P) LIMITED

... Applicant

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

For the Applicants :

1. Mr. Rajesh Singh, Advocate

Date of pronouncement of Order : 1/3/18

Per Jinan K. R.

O R D E R

1. The Scheme of Amalgamation of Bajaj Overseas & Finance Private Limited, S. N. B. Share Broking Private Limited, Bajaj Portfolio Services Private Limited and Neat Technicals Private Limited, the Transferor Companies with Analysys Software Private Limited, the Transferee Company, was duly sanctioned by the Hon'ble High Court, Calcutta, by an Order passed on 28-09-2016.
2. A certified copy of the said Order dated 28-09-2016 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 28-09-2016 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 Provisions 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 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 18-08-2017 to the Official Liquidator with regard to the said Transferor Companies.

6. The Official Liquidator, upon perusal of the said report dated 18-08-2017 of the Chartered Accountant, and other relevant papers and records, prepared his report dated 17-10-2017 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 has concluded that the affairs of the said Transferor Companies have 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 17-10-2017 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 28-09-2016, 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, Bajaj Overseas & Finance Private Limited, S. N. B. Share Broking Private Limited, Bajaj Portfolio Services Private Limited and Neat Technicals Private Limited, be dissolved without winding up from the date of filing of the Certified Copy of this Order upon the Registrar of Companies, West Bengal by Bajaj Overseas & Finance Private Limited, S. N. B. Share Broking Private Limited, Bajaj Portfolio Services Private Limited and Neat Technicals Private Limited and Analysys Software Private Limited.
- (b) Bajaj Overseas & Finance Private Limited, S. N. B. Share Broking Private Limited, Bajaj Portfolio Services Private Limited and Neat Technicals Private Limited, the Transferor Companies and Analysys Software 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 Bajaj Overseas & Finance Private Limited, S. N. B. Share Broking Private Limited, Bajaj Portfolio Services Private Limited and Neat Technicals Private Limited, the Transferor Companies and registered with him on the file kept by him in relation to the Bajaj Overseas & Finance Private Limited, S. N. B. Share Broking Private Limited, Bajaj Portfolio Services Private Limited and Neat Technicals Private Limited, and the files relating to Bajaj Overseas & Finance Private Limited, S. N. B. Share Broking Private Limited, Bajaj Portfolio Services Private Limited and Neat Technicals Private Limited, the Transferor Companies and

Analysys Software Private Limited, the Transferee Company, shall be consolidated accordingly.

10. The Company Application C.A No. 59/KB/2018, arising out of Company Petition CP No.641 of 2016, arising out of Company Application CA No. 488 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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