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**In the National Company Law Tribunal,**  
**Kolkata Bench, Kolkata**

**CA No.61/KB/2018**

**CP No.276/2016**

In the Matter of: -

Sections 230 to 232 of the Companies Act, 2013 read with 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:

Jemtec Engineering Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 12/1, Nellie Sengupta Sarani, 4<sup>th</sup> Floor, Kolkata -700 087, West Bengal

And

In the matter of:

Bharat Gypsum Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 12/1, Nellie Sengupta Sarani, 4<sup>th</sup> Floor, Kolkata -700 087, West Bengal

And

In the matter of:

Pioneer Engineering Company Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 12/1, Nellie Sengupta Sarani, 4<sup>th</sup> Floor, Kolkata -700 087, West Bengal

And

In the matter of:

Teesta Commodities Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 12/1, Nellie Sengupta Sarani, 4<sup>th</sup> Floor, Kolkata -700 087, West Bengal

And

In the matter of:

Jemtec Engineering Private Limited

.....Applicant

Order Delivered on 6<sup>th</sup> March 2018

**Coram:**

**Jinan K.R., Member (J)**

For the Applicant/Petitioner

: Mr. Rajesh Singh, Advocate

**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) Bharat Gypsum Private Limited, (2) Pioneer Engineering Private Limited and (3) Teesta Commodities Private Limited.

2. It reveals from the records that on 12/05/2016 Hon'ble High Court has passed an order approving the scheme of amalgamation of (1) Bharat Gypsum Private Limited, (2) Pioneer Engineering Private Limited and (3) Teesta Commodities Private Limited with Jemtec Engineering Private Limited. By the said order 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 which runs as under: -

*"That leave be and the same is hereby granted to the said transferee company to apply for the dissolution without winding*

*up by the said transferor companies after filing the said report by the said Official Liquidator”.*

Copy of the order annexed with the application and marked with the letter  
- A.

3. Pursuant to the said direction dated 12/05/2016, the Official Liquidator appointed Shri Sasanka Sekhar Samanta, Chartered Accountant for the purpose of thoroughly scrutinizing the books records and other papers in accordance with Section 209 of the Companies Act, 1956 relating to transferor companies.

4. The said Chartered Accountant submitted his report and on the basis of the same the Official Liquidator has duly filed his report before the Hon'ble Court and has come to the conclusion that the affairs of the transferor companies namely, (1) Bharat Gypsum Private Limited, (2) Pioneer Engineering Private Limited and (3) Teesta Commodities 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 17/10/2017 is annexed with the application and marked with the letter B.

5. In view of the leave granted by the Hon'ble High Court and in view of the Notification, this Tribunal to deal with all amalgamation matters including pending 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.

6. We have perused the documents annexed to the application and have heard the submissions made on behalf of the petitioner and pass the following orders:

Sd

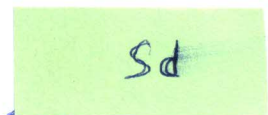
**ORDER**

- a. The Transferor Companies (1) Bharat Gypsum Private Limited, (2) Pioneer Engineering Private Limited and (3) Teesta Commodities 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. (1) Bharat Gypsum Private Limited, (2) Pioneer Engineering Private Limited and (3) Teesta Commodities 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 (1) Bharat Gypsum Private Limited, (2) Pioneer Engineering Private Limited and (3) Teesta Commodities Private Limited and register them with the file kept by him in relation to the Jemtec Engineering Private Limited and files relating to (1) Bharat Gypsum Private Limited, (2) Pioneer Engineering Private Limited and (3) Teesta Commodities Private Limited shall be consolidated accordingly.

CA (CAA) No.61/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.



**Jinan K.R.  
Member (J)**

Signed on 6<sup>th</sup> March 2018