IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

CA No. 78/KB/2018
Arising out of
CP No.310 of 2016
Connected with
CA No.179 of 2016

In the matter of :

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

AND

In the matter of :

AKHIL PROJECTS PRIVATE LIMITED,   a company incorporated under the provisions of the Companies Act, 1956   having its Registered Office at "Merlin Chambers", 18, British Indian Street, 4th Floor, Room No. 403, Kolkata – 700 069   within the aforesaid jurisdiction ;

AND

NAVRANG AGENCIES PRIVATE LIMITED,   a company incorporated under the provisions of the Companies Act, 1956   having its

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Registered Office at "Merlin Chambers", 18, British Indian Street, 4th Floor, Room No. 403, Kolkata – 700 069 within the aforesaid jurisdiction ;

AND

MAYANK PROJECTS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at "Merlin Chambers", 18, British Indian Street, 4th Floor, Room No. 403, Kolkata – 700 069 within the aforesaid jurisdiction ;

And

VEDIKA INFOTECH PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at "Merlin Chambers", 18, British Indian Street, 4th Floor, Room No. 403, Kolkata – 700 069 within the aforesaid jurisdiction ;

And

AKHIL PROJECTS PRIVATE LIMITED

.... Applicant

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

For the Applicant :

  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 Navrang Agencies Private Limited, Mayank Projects Private Limited, Vedika Infotech Private Limited, the Transferor Companies with Akhil Projects Private Limited, the Transferee Company was duly sanctioned by the Hon'ble High Court, Calcutta, by an Order passed on 10-05-2016.

2.   A certified copy of the said Order dated 10-05-2016 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 10-05-2016 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 of the Hon'ble High Court, Calcutta, 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

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Transferor Companies and to report whether in the opinion of the said appointed Chartered Accountant , the affairs of the said Transferor Companies have been conducted in a manner prejudicial to the interest of their respective members or to the public interest.

5.   The said Chartered Accountant submitted his report on 15-06-2017 to the Official Liquidator with regard to the said Transferor Companies.

6.   The Official Liquidator, upon perusal of the said report dated 15-06-2017 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 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 the Official Liquidator had concluded that the affairs of the said Transferor Company 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, attached to the Hon'ble High Court, Calcutta 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 10-05-2016, 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 applicant, the following orders are passed :

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(a) The Transferor Companies, namely, Navrang Agencies Private Limited, Mayank Projects Private Limited, Vedika Infotech 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 Navrang Agencies Private Limited, Mayank Projects Private Limited, Vedika Infotech Private Limited, the Transferor Companies and Akhil Projects Private Limited, the Transferee Company.

(b) Navrang Agencies Private Limited, Mayank Projects Private Limited, Vedika Infotech Private Limited, the Transferor Companies and Akhil Projects 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 Navrang Agencies Private Limited, Mayank Projects Private Limited, Vedika Infotech Private Limited, the Transferor Companies and registered with him on the file kept by him in relation to Akhil Projects Private Limited, the Transferee Company, and the files relating to Navrang Agencies Private Limited, Mayank Projects Private Limited, Vedika Infotech Private Limited, the Transferor Companies and Akhil Projects Private Limited, the Transferee Company, shall be consolidated accordingly.

10. The Company Application C.A No. 78/KB/2018, arising out of CP No. 310 of 2016, connected with CA No.179 of 2016, is accordingly, disposed of.

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

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(Jinan K. R.)
Member(Judicial

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