

IN THE NATIONAL COMPANY LAW TRIBUNAL,

KOLKATA BENCH

KOLKATA

C.A . NO 521 /KB/2018

ARISING OUT OF

C.P NO 521 of 2016

CONNECTED WITH

C.A. NO 412 of 2016

In the matter of:

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

- And -

In the matter of:

An application under Section 232(3) (d) of the Companies Act, 2013;

-And -

An application under Rule 20 of the said Companies(Compromise, Arrangements & Amalgamations) Rules, 2016 ;

In the matter of :

BRAHAMPUTRA ENTERPRISES LIMITED, a company incorporated under the Companies Act, 1956 and having its registered Office at 113,

Park Street, Poddar Point, 7<sup>th</sup> Floor, Kolkata - 700 016, within  
the aforesaid jurisdiction;

-And-

KAMAKHAYA ENTERPRISES LIMITED, a company incorporated under the  
Companies Act, 1956 and having its registered Office at 113,  
Park Street, Poddar Point, 7<sup>th</sup> Floor, Kolkata - 700 016, within  
the aforesaid jurisdiction;

- And -

VINCENT(INDIA) LIMITED, a company incorporated under the  
Companies Act, 1956 and having its registered Office at 113,  
Park Street, Poddar Point, 7<sup>th</sup> Floor, Kolkata - 700 016, within  
the aforesaid jurisdiction ;

- And -

1. BRAHAMPUTRA ENTERPRISES LIMITED
2. KAMAKHAYA ENTERPRISES LIMITED
3. VINCENT(INDIA) LIMITED

And

VINCENT(INDIA) LIMITED

.... Applicant

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

For the Applicant :

1. Mr. Pallav Samajdar, Advocate

Date of pronouncement of order: 06 / 09/2018

Per Shri Jinan K.R., Member(Judicial)

ORDER

1. This is an application under Section 391(2) and Section 394 of the Companies Act, 1956 read with sections 230 to 232 of the Companies Act 2013 praying for dissolution without winding up of the Transferor Companies, namely, Brahamputra Enterprises Limited and Kamakhya Enterprises Limited.

2. The Scheme of Amalgamation of Brahamputra Enterprises Limited and Kamakhya Enterprises Limited, the Transferor Companies with Vincent(India) Limited, the Transferee Company was duly sanctioned by the Hon'ble High Court, Calcutta by an order passed on 19<sup>th</sup> September, 2016 in CP No. 521 of 2016, with CA No. 412 of 2016.

3. By the said order dated 19<sup>th</sup> September, 2016 passed by the Hon'ble High Court, Calcutta, the Official Liquidator attached to this Hon'ble High Court, Calcutta was directed to file a report under Second Proviso to the Section 394(1) of the Companies Act, 1956 in respect of the Transferor Companies for enabling passing necessary orders for dissolution without winding up of the said Transferor Companies.

4. A photocopy of the drawn up certified copy of the Order dated 19-09-2016 of the Hon'ble High Court, Calcutta is annexed with the Application and marked with letter "B".

5. In pursuance of the said direction, the Official Liquidator appointed the Chartered Accountant for the purpose of thoroughly scrutinizing the books, records and 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 Transferor Companies have been conducted in a manner prejudicial to the interest of the respective members or to the public interest or not.

6. The said appointed Chartered Accountant had duly submitted his report on 9<sup>th</sup> September, 2017 to the Official Liquidator with regard to the Transferor Companies and on the basis of the same, the Official Liquidator has duly submitted his report dated 17<sup>th</sup> October, 2017 and after scrutiny of the report submitted by the Chartered Accountant and other relevant papers and records etc., submitted by the Advocate-on-Record of the Applicant Company, the Official Liquidator is of the opinion that the affairs of the Transferor Companies, namely, Brahamputra Enterprises Limited and Kamakhaya Enterprises Limited, have not been conducted in a manner prejudicial to the interest of their members or to public.

7. This Application has been made in pursuance of leave granted to the Transferee Company by the Hon'ble High Court, Calcutta vide its Order dated 19<sup>th</sup> September, 2016 to apply for the dissolution without winding up of the said Transferor Companies upon filing of the report under Section 394(1) of the Companies Act, 1956 by the Official Liquidator and in view of the Notification to the effect that all amalgamation matters

including the pending matters under erstwhile Sections 391 to 394 of the Companies Act, 1956 shall be dealt with by National Company Law Tribunal.

8. Perused the documents annexed to the application, I have heard the submissions made on behalf of the Applicant. In view of the above, the following order is passed :

- a) The Transferor Companies, namely, Brahamputra Enterprises Limited and Kamakhya Enterprises Limited is 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 the Transferor Companies and the Transferee Company ;
- b) Vincent (India) Limited, the Transferee Company, does file Certified Copy of this order with the Registrar of Companies, West Bengal within 30 days after the date of this order ;
- c) The Transferor Companies shall within 30 days of the date of receipt of this order cause a certified copy of this order to be delivered to the Registrar of Companies, West Bengal for registration and on such certified copy being so delivered, the Transferor Companies shall be dissolved and the Registrar of Companies shall place all documents relating to the Transferor Companies and registered with him on the file kept by him in relation to the Transferee Company, namely, Vincent (India) Limited, and the files relating to the said Companies shall be consolidated accordingly.

9. The Company Application C.A. No. NO 521/KB/2018 arising out of C.P. No. 521 of 2016, connected with C.A. No. 412 of 2016, is accordingly, disposed of.

10. 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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