

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
KOLKATA BENCH  
KOLKATA**

**C.A.No.645/KB/2018**

**In**

**C.P. No.1087 of 2016**

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

**In the matter of:**

**An application under Section 230 to 233 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;**

**In the matter of:**

**ECOEDIFICE REALTORS PRIVATE LIMITED**, a Company incorporated under the Companies Act, 1956 and having its registered office at Thapar House, 25, Brabourne Road, Kolkata 700 001 in the state of West Bengal within the aforesaid jurisdiction:

**...Applicant**

And

**In the matter of:**

**TOWERBASE SERVICES PRIVATE LIMITED**, a Company incorporated under the Companies Act, 1956 and having its registered office at 25, Brabourne Road, Kolkata 700 001 in the state of West Bengal within the aforesaid jurisdiction:

**Counsel on Record:**

1. Mr. S. K. Bajoria, Advocate
2. Mr. Kanakendu Chatterjee, Advocate
3. Ms. Moumita Sarkar, Advocate

..... for applicant.

**Date of Pronouncement of Order: 26 th September 2018.**



## ORDER

1. This is an application seeking inter alia, dissolution without winding up of Towerbase Services Private Limited made by Ecoedifice Relators Private Limited.

2. By an order dated May 09, 2017 the Scheme of Arrangement by and between the two companies concerned and their respective shareholders was sanctioned by this Tribunal. While sanctioning the scheme of arrangement this Tribunal also passed an order in terms of prayer (c) of the petition. The said prayer (c) is set out here below: -

3. In pursuance to the said order dated May 09, 2017 a notice was duly served upon the Official Liquidator. Official Liquidator appointed Mr. M.R. Sen, Chartered Accountant to examine the Books, papers, records and documents of the Transferor Company and to make a report. The said Chartered Accountant submitted his report on 12.02.2018 and issued certificate to the effect that "That in my opinion the affairs of the Transferor Companies have not been conducted in a manner prejudicial to the interest of its members or to public." The Official Liquidator after having caused to be made due examination and has forwarded a report in pursuance thereto. A copy of the said report forwarded under cover of the letter dated April 12, 2018 is annexed to the application. By the said report the Official Liquidator has expressed his opinion that the affairs of the transferor Company, namely,

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ECOEDIFICE

Towerbase Services Private Limited have not been conducted in a manner prejudicial to the interest of their members or to public.

4. It has been submitted on behalf of the applicant that in the premises aforesaid it is just and proper that an order be passed for dissolution of the said transferor Company, namely, Towerbase Services Private Limited and the Registrar of Companies, West Bengal be directed to transfer all the records etc. of and related to the Towerbase Services Private Limited to and merged with the records of the petitioner company herein, namely, Ecoedifice Realtors Private Limited.

Heard the arguments of the Ld. Counsel and Ld. Pr. C.S. for the Petitioner Companies. Order with the following directions is passed:

## ORDER

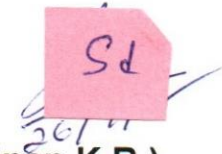
In view thereof there shall be an order directing dissolution without winding up of Towerbase Services Private Limited and the Registrar of Companies, West Bengal is directed to transfer all the records etc. of and related to the Towerbase Services Private Limited to and be merged with the records of the petitioner company herein, namely, Ecoedifice Realtors Private Limited.

Accordingly, C.A. No. 645 of 2018 in C.P. No.1087 of 2016 stands disposed of.



ECOEDIFICE

Urgent Photostat copy of this order, if applied for, be supplied to the parties, subject to compliance with all requisite formalities.

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

*Signed this day of 26<sup>th</sup> September 2018.*

**PS\_Aloke**