

In the National Company Law Tribunal,

Kolkata Bench

Kolkata

C A No.836/KB of 2018

[T.P. No.86/KB/2017 connected with C.P.No.973 of 2016]

In the matter of :

The Companies Act, 1956 ;

And

In the matter of :

An application under Section 391(2)
& 394 of the said Act ;

And

In the matter of :

The Companies Act, 2013 ;

And

In the matter of :

An application under Section 232(3)
(d) of the said Act ;

And

In the matter of :

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

And

Sd

In the Matter of:

Ujjwal Barter Private Limited, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at 238A, AJC Bose Road, 2nd Floor, Suit No. 2B, Kolkata - 700 020, West Bengal, within the aforesaid jurisdiction.

And

In the matter of:

Ramanlal Madanlal Trading Private Limited, a company incorporated under the Companies Act, 1956, having its Registered Office at 238A, AJC Bose Road, 2nd Floor, Suit No. 2B, Kolkata - 700 020, West Bengal, within the aforesaid jurisdiction.

And

In the matter of:

Nirjhar Vypaar Private Ltd, a company incorporated under the Companies Act, 1956, having its Registered Office at 34 Ganesh Chandra Avenue 4th Floor, Suite No. 16, Kolkata - 700013, within the aforesaid jurisdiction.

And

In the matter of:

Macro Entertainment Private Ltd, a company incorporated under the

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Companies Act, 1956, having its Registered Office at 34 Ganesh Chandra Avenue, 4th Floor, Kolkata - 700013, West Bengal, within the aforesaid jurisdiction.

And

In the matter of:

G K S Finvest Private Limited, a company incorporated under the Companies Act, 1956, having its Registered Office at 238A, AJC Bose Road, 2nd Floor, Suit No. 2B, Kolkata - 700 020, within the aforesaid jurisdiction.

And

In the matter of:

Calcutta Fan (1995) Private Limited, a company incorporated under the Companies Act, 1956, having its Registered Office at 238A, AJC Bose Road, 2nd Floor, Suit No. 2B, Kolkata - 700 020, within the aforesaid jurisdiction.

And

In the matter of:

G S Global Projects Private Limited, a company incorporated under the Companies Act, 1956, having its

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Registered Office at 238A, AJC Bose Road, 2nd Floor, Suit No. 2B, Kolkata - 700 020, within the aforesaid jurisdiction.

And

In the Matter of:

1. Ujjwal Barter Private Limited
2. Ramanlal Madanlal Trading Pvt. Ltd.
3. Nirjhar Vypaar Private Limited,
4. Macro Entertainment Private Limited
5. G K S Finvest Private Limited
6. Calcutta Fan (1995) Private Limited
7. G S Global Projects Private Limited

And

In the matter of :

G S GLOBAL PROJECTS PRIVATE LIMITED

.....Applicant

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

For the Applicants :

1. Mr. Pallav Samajdar, Advocate

Date of pronouncement of order: 18 / 09/2018

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

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ORDER

1. This is an application under Sections 391(2) and 394 of the Companies Act, 1956 read with Section 230 to 232 of the Companies Act, 2013 praying for dissolution without winding up of the Transferor Companies, namely, M/s. Ujjwal Barter Private Limited, M/s. Ramanlal Madanlal Trading Pvt. Ltd. M/s. Nirjhar Vypaar Private Limited, M/s. Macro Entertainment Private Limited, M/s. G K S Finvest Private Limited and M/s. Calcutta Fan (1995) Private Limited
2. It reveals from records that on 05.01.2018 this Tribunal has passed an order. By the said Order the Scheme of Amalgamation of M/s. Ujjwal Barter Private Limited, M/s. Ramanlal Madanlal Trading Pvt. Ltd. M/s. Nirjhar Vypaar Private Limited, M/s. Macro Entertainment Private Limited, M/s. G K S Finvest Private Limited and M/s. Calcutta Fan (1995) Private Limited, the Transferor Companies, with G S Global Projects Private Limited, the Transferee Company was duly sanctioned.
3. By an Order of this Tribunal dated 27-11-2017, the Official Liquidator attached to the Hon'ble High Court, Calcutta was directed to file a report under Section 232 of the Companies Act, 2013 (erstwhile second proviso to Sub-section (1) of Section 394 of the Companies Act, 1956) about the affairs of the Transferor Companies, namely, M/s. Ujjwal Barter Private Limited, M/s. Ramanlal Madanlal Trading Pvt. Ltd. M/s. Nirjhar Vypaar Private Limited, M/s. Macro Entertainment Private Limited, M/s. G K S Finvest Private Limited and M/s. Calcutta Fan (1995) Private Limited.
4. Pursuant to the said direction dated 27.11.2017 the Official Liquidator appointed Chartered Accountant for the purpose of thoroughly

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scrutinizing the books, records and documents and other papers in accordance with Section 209 of the Companies Act, 1956 and Section 128 of the Companies Act, 2013 relating to Transferor Companies and to submit a report.

5. The said Chartered Accountant submitted his report on 16th December, 2017 and on the basis of the same the Official Liquidator has duly filed his report before this Tribunal 19/12/2017 and has come to the conclusion that the affairs of the Transferor Companies have not been conducted in a manner prejudicial to the interest of its members or to public.

6. In view of the leave granted by this Tribunal vide order dated 05/01/2018 to apply for dissolution without winding up of the Transferor Companies after filing of the Report under Section 230-232 of the Companies Act, 2013 (erstwhile Second Proviso to subsection(1) of Section 394 of the Companies Act, 1956) the applicant filed this application.

7. Perused the documents annexed to the application and have heard the submissions made on behalf of the applicant and pass the following orders :

ORDER

- a) The Transferor Companies, viz., M/s. Ujjwal Barter Private Limited, M/s. Ramanlal Madanlal Trading Pvt. Ltd. M/s. Nirjhar Vypaar Private Limited, M/s. Macro Entertainment Private Limited, M/s. G K S Finvest Private Limited and M/s. Calcutta Fan (1995) Private Limited are 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 Applicant.

- b) The Transferor Companies, viz., M/s. Ujjwal Barter Private Limited, M/s. Ramanlal Madanlal Trading Pvt. Ltd. M/s. Nirjhar Vypaar Private Limited, M/s. Macro Entertainment Private Limited, M/s. G K S Finvest Private Limited and M/s. Calcutta Fan (1995) Private Limited and the Transferee Company, viz., GS Global Projects 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) The Registrar of Companies, West Bengal upon receiving such certified copies of this order is directed to place all documents relating to M/s. Ujjwal Barter Private Limited, M/s. Ramanlal Madanlal Trading Pvt. Ltd. M/s. Nirjhar Vypaar Private Limited, M/s. Macro Entertainment Private Limited, M/s. G K S Finvest Private Limited and M/s. Calcutta Fan (1995) Private Limited, viz., Transferor Companies and register them with the file kept by him in relation to G S Global Projects Private Limited, the Transferee Company and the files relating to M/s. Ujjwal Barter Private Limited, M/s. Ramanlal Madanlal Trading Pvt. Ltd. M/s. Nirjhar Vypaar Private Limited, M/s. Macro Entertainment Private Limited, M/s. G K S Finvest Private Limited and M/s. Calcutta Fan (1995) Private Limited, the Transferor Companies and files relating to G S Global Projects Private Limited, the Transferee Company shall be consolidated accordingly.

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8. The Company Application C.A. No.836/KB/2018, connected with C.P. No.973 of 2016 (T.P. No.86/KB/2017) is disposed of accordingly.

9. There shall be no order as to costs.

10. Urgent certified copy of this order, if applied for be issued upon compliance with all requisite formalities.



18/11/17
Jinan K. R.

Member(Judicial)

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