

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

**C.A.(CAA). No.835/KB/2018
Connected with
C.P. 1073/2016**

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

In the matter of:

An application under Section 230 to 232 of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

In the matter of:

G S TRADELINK PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 and having its registered office at 19, Synagogue Street, Room No.701, 7th Floor, City Centre, Kolkata – 700 001, within the aforesaid jurisdiction;

And

In the matter of :

VICTORIAN MARKETING PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 and having its Registered Office at 19, Synagogue Street, Room No.701, 7th Floor, City Centre, Kolkata – 700 001, within the aforesaid jurisdiction;

And

In the matter of :

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| 1. G S Tradelink Private Limited. | (Transferor Company) |
| 2. Victorian Marketing Private Limited | (Transferee Company) |

And

In the matter of :

Victorian Marketing Private Limited

.....Applicant

Mr. Pallav Samajdar, Advocate]

For the Petitioners

Date of pronouncement of order: 12th September 2018.

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 Company, namely, GS Tradelink Private Limited.

2. It reveals from records that on 20.12.2017 this Tribunal has passed an order. By the said Order the Scheme of Amalgamation of GS Tradelink Private Limited [hereinafter referred to as the Transferor Company] with Victorian Marketing Private Limited [hereinafter referred to as the Transferee Company] was duly sanctioned. By the said Order dated 20.12.2017 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 the Companies Act, 1956 about the affairs of the Transferor Company which runs as under :

"J) Leave is granted to the Transferee Company to apply for the Dissolution without winding up of Transferor Company."

3. Pursuant to the said direction dated 20.12.2017 the Official Liquidator appointed Mr. A. K. Ghoshal, 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 Transferor Company and to make and submit a report.

4. The said Chartered Accountant submitted his report on 24th November, 2017 and on the basis of the same the Official Liquidator has duly filed his report before this Tribunal 30/11/2017 and has come to the conclusion that the affairs of the Transferor Company have not been conducted in a manner prejudicial to the interest of its members or to public. The Report of Chartered Accountant dated 24/11/2017 at page 59 reads as under :

“ As it appears from our scrutiny, the affairs of the Transferor Company have not been conducted in a manner prejudicial to the interest of their members or to public interest.”

A copy of the report of the Official Liquidator dated 30/11/2017 is annexed with the application as Annexure 'C', at page 46 to 84.

5. In view of the leave granted by this Tribunal vide order dated 20/12/2017 to apply for dissolution without winding up of the Transferor Company after filing of the Report under Section 394 of the Companies Act, 1956 [Section 230-232 of the Companies Act, 2013] the applicant filed this application with the prayer as stated in para 10 (a), (b), (c) at page 6 of said application.

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

ORDER

- a) The Transferor Company, viz., G S Tradelink Private Limited is 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 Company, viz., G S Tradelink Private Limited and the Transferee Company, viz., Victorian Marketing 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 is directed to place all documents relating to G S Tradelink Private Limited, viz., Transferor Company and register them with the file kept by him in relation to Victorian Marketing Private Limited, the Transferee Company and the files relating to G S Tradelink Private Limited, the Transferor Company and files relating to Victorian Marketing Private Limited, the Transferee Company shall be consolidated accordingly.

7. The Company Application C.A. No.835/KB/2018, connected with Company Petition C.P. No.1073 of 2016 is disposed of accordingly.

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

Sd
12/9/18
(Jinan K.R.)
Member (J)

Signed this day of 12th September 2018.

PS_Aloke