

ATTENDANCE-CUM-ORDER SHEET OF HEARING

NATIONAL COMPANY LAW TRIBUNAL GUWAHATI BENCH

T.P. No.28/391(1)/394/GB/2016
C.P.No.03 of 2016.

1. Trisita Services Pvt. Ltd.
2. Trisita Marketing Pvt. Ltd.

... Petitioners

Present: Hon'ble Mr Justice P K Saikia, Member(J)

Date of Order: 4th May 2017.

Name of the Company	Trisita Services Pvt. Ltd.& Trisita Marketing Pvt. Ltd.
Under Section	391(1)/394

Sl. No.	Name & Designation of Authorized Representative (IN CAPITAL LETTERS)	Appearing on behalf of	Signature with date

ORDER

Heard Mr A. Nath, learned Advocate for the petitioners. Also heard Mr K. Sanyal, Asstt. Director, Office of the Regional Director, N.E. Region, Ministry of Corporate Affairs, Shillong on behalf of the Central Government. Mr K. Mao, Assistant General Manager, SEBI, Guwahati is also present.

2. The Registrar of Companies-cum-Official Liquidator has submitted a report dated 24.04.2017 in response to the order dated 29.03.2017 rendered by this

Tribunal. In his report, the Registrar of Companies-cum-Official Liquidator has raised some objections against the sanction of the Scheme of Arrangement alleging that the registered office of the transferor company could not be located, which in itself is a violation of the provisions of Section 12 of the Companies Act and, therefore, an enquiry needs to be conducted from the side of the Registrar of Companies-cum-Official Liquidator. For ready reference, the report of the Registrar of Companies-cum-Official Liquidator is reproduced below:

"That by an order of the Hon'ble National Company Law Tribunal, Guwahati bench dated 31.03.2017 the Official Liquidator, at Shillong was directed to submit a report/representation under provisions of section 230 of the Companies Act, 2013 about the affairs of the Transferor Companies namely M/s Trisita Marketing Private Limited having its registered office at C/o United Steel Corporation, M.S. Road, Guwahati-781001, Assam.

"That in order to make a report regarding the affairs of the subject company, the Official Liquidator had called for information vide its letter dated 03.04.2017 from the petitioner company and allowed time until 14.04.2017 to furnish its comments/replies, but the letter dated 03.04.2017 addressed to the transferor company at its registered office address have been returned undelivered.

*"That in this regard this office has also sent an intimation to the office of the Registrar of Companies, NER, Shillong vide letter dated 07.04.2017 informing that letter dated 03.04.2017 u/s 232 of Companies Act, 2013 addressed to M/s Trisita marketing Private Limited at its registered office has returned undelivered with postal remark **"No such Address in mention Address, RTS"**.*

"That in view of the facts and circumstances it is respectfully prayed before this Hon'ble Tribunal that:

- i. The Petitioner may be directed to immediately furnish its reply to this office letter dated 03.04.2017.*
- ii. The office of the Official Liquidator be allowed at least one month's time to submit its representation in the interest of all concerned and in public interest.*
- iii. The Hon'ble National Company Law Tribunal may be pleased to pass such further order or orders as may be deemed fit and proper in the matter."*

3. On the other hand, Mr K. Sanyal, Asstt. Director, appearing for Regional Director, N.E. Region, Ministry of Corporate Affairs, Shillong, submits that though the

Regional Director, N.E. Region had earlier submitted a report stating that it has no objection to the prayer for sanction of the Scheme of Arrangement, in view of the recent developments, the report needs to be filed afresh and, therefore, Mr Sanyal prays for some time to file such report.

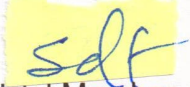
4. On the other hand, Mr K. Mao, Asstt. General Manager, SEBI, however, submits that copy of the petition (seeking sanction of the Scheme of Arrangement) and other connected documents have not been furnished to the Office of SEBI, Guwahati and, as such, it was not in a position to respond to the directions rendered by this Tribunal vide order dated 29.03.2017 on the prayer made in this proceeding. He, therefore, urges before this Tribunal to direct the petitioners to supply copy of the petition along with other connected documents immediately so that it can respond to the directions of this Tribunal without any delay.

5. Mr A. Nath, learned Advocate for the petitioners has submitted an affidavit stating that the notice of this proceeding along with copy of the petition and other connected documents had already been served on the Registrar of Companies and Official Liquidator. Same be kept in record.

6. On a perusal of the record it is found that the petition and other connected documents have not been served as yet on the Income Tax Department, Reserve Bank of India and Official Liquidator. That being the position, the petitioners are directed to serve notice along with copy of the petition and other connected documents on the Income Tax Department, Reserve Bank of India and Official Liquidator by Registered Post with A/D immediately requiring them to respond to the prayer made in this proceeding.

6. List this matter on 16.06.2017.

7. The petitioners are also directed to submit an affidavit at least 3 days ahead of the next date confirming compliance of this order in letter and spirit.


Judicial Member
National Company Law Tribunal,
Guwahati Bench,
Guwahati.

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