

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA

CORAM

Shri Vijal Pratap Singh
Hon'ble Member (J)

Shri S. Vijayaraghavan
Hon'ble Member (T)

C.A. No. 212/KB of 2017

In the matter of : The Companies Act, 1956.

And

In the matter of : Section 391(1), 393 and 394 of the Companies Act, 1956 read with Sections 100 to 103 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 2013.

And

In the matter of :

ANMOL BISCUITS LIMITED, 6th Floor, Crescent Tower, 229, A.J.C. Bose Road, Kolkata 700020, West Bengal.

... Transferor Company 1

And

In the Matter of:

ANMOL BAKERS PRIVATE LIMITED, 6th Floor, Crescent Tower, 229, A.J.C. Bose Road, Kolkata 700020, West Bengal.

... Transferor Company 2

And

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In the matter of :

ANMOL INDUSTRIES PRIVATE LIMITED, 9th Floor, Crescent Tower, 229, A.J.C. Bose Road, Kolkata 700020, West Bengal.

... **Transferee Company /
Demerged Company**

And

In the matter of:

ANANT UDYOG PRIVATE LIMITED, 33A, Jawaharlal Nehru Road, 13th Floor, Room No. A-04, Chatterjee International Centre, Kolkata 700071.

... **Resulting Company**

And

In the matter of:

1. ANMOL BISCUITS LIMITED
2. ANMOL BAKERS PRIVATE LIMITED
3. ANMOL INDUSTRIES PRIVATE LIMITED
4. ANANT UDYOG PRIVATE LIMITED ... **Applicants**

Counsels last attended :

- | | | |
|-------------------------------|---|----------------|
| 1. Mr. Chayan Gupta, Advocate |] | For Applicants |
| 2. MS. Iram Hassan, Advocate |] | |

Date of Pronouncing the Order : 26-5-2017

S. Vijayaraghavan, Member (T)

ORDER

This Company Application has been filed by the applicants herein for

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directions upon the Official Liquidator to scrutinize the books and papers of the Transferor Company No. 1 and Transferor Company No.2 and to make a report to this Hon'ble Bench under the second proviso of Section 394(1) of the Companies Act, 1956.

The applicants state that in terms of the sanctioned Scheme of Arrangement (**Annexure A**) duly sanctioned by an order of this Tribunal dated 3rd March, 2017, on the coming into effect of the Scheme, the Transferor Company No.1, Anmol Biscuits Limited as well as the Transferor Company No.2, Anmol Bakers Private Limited shall stand dissolved without winding up.

The applicants further stated that the said Scheme has become effective on 22nd March, 2017 upon the same being filed by the applicant companies with the Registrar of Companies, West Bengal. In terms of the Scheme, the Transferor Company Nos. 1 and 2 are now to be dissolved without winding up. However, in terms of Section 394(1) of the Act, 1956 no order for dissolution of the said two companies can be made unless the Official Liquidator has on scrutiny of the books and papers of the companies made a report to this Tribunal that the affairs of the companies have not been conducted in a manner prejudicial to the interest of its members or to public interest.

In view of the above applicants prayed for direction upon the Official



Liquidator for scrutinizing the books and papers of the Transferor Company Nos. 1 and 2 and to submit his report to this Hon'ble Bench under the second proviso of Section 394(1) of the Companies Act, 1956.

The applicants in this case have requested that an order directing the Official Liquidator for dissolution the Companies without winding up has not been included in the earlier order of this Tribunal.

O R D E R

This is now being done and Official Liquidator is directed to scrutinize the books and papers of the Transferor Company Nos. 1 and 2 and make a report to this Tribunal that the affairs of the companies have not been conducted in a manner prejudicial to the interest of its members or to the public interest at large.

sdh
(Vijai Pratap Singh)
Member (J)

sdh
(S. Vijayaraghavan)
Member (T)

Signed on this, the 26th day of May 2017.