

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH  
KOLKATA

CORAM

Shri V. P. Singh  
Hon'ble Member (J)

Shri S. Vijayaraghavan  
Hon'ble Member (T)

C.A. (C.A.A.) No. 72/2017

In the matter of :

An application under Section 391(2), 392 & 394 of the Companies Act, 1956  
And

In the matter of:

Durgapur Mining & Infrastructure Private Limited, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office 8, A.J.C. Bose Road, Circular Court, 9<sup>th</sup> Floor, Kolkata 700017.

And

In the matter of:

Ambey Mining Private Limited, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at 8, A.J.C. Bose Road, Circular Court, 9<sup>th</sup> Floor, Kolkata 700017.

And

In the matter of:

Ambey Mining Private Limited .... Applicant

Date of pronouncing the Order 9-3-2017

Parties on Record:

- |                         |                 |
|-------------------------|-----------------|
| 1. Mr. Deepak Agarwal   | ] For Applicant |
| 2. Mr. Prasun Mukherjee | ]               |

**ORDER**

**Per Sri Vijai Pratap Singh, Member(J)**

This is an application under Section 391(2), 392 and Section 394 of the Companies Act, 1956 praying for dissolution without winding up of the transferor company, namely, Durgapur Mining & Infrastructure Private Limited.

It is seen from the records that on 21/06/2016 Hon'ble Calcutta High Court has passed an order sanctioning the Scheme of Amalgamation of transferor company, Durgapur Mining & Infrastructure Private Limited with transferee company, Ambey Mining Private Limited. By the said order the Official Liquidator attached to the Hon'ble Calcutta High Court was directed to file a report under the second proviso to Sub-section (1) of Section 394 of Companies Act, 1956 about the affairs of the transferor company.

Pursuant to the said direction dated 21/06/2016 the Official Liquidator appointed Mr. Tirthankar Chattopadhyay, Chartered Accountant for the purpose of thoroughly scrutinizing the books records and other papers in accordance with Section 209 of the Companies Act, 1956 relating to transferor company. The said Chartered Accountant submitted his report and on the basis of the same the Official Liquidator has duly filed his report before the Hon'ble Calcutta High Court and has come to the conclusion that the affairs of the transferor company, namely, Durgapur Mining & Infrastructure Private Limited have not been conducted in a manner prejudicial to the interest of their members or to public.

We have perused the documents annexed to the application and have heard the submissions made on behalf of the applicant and pass the following orders:

- a. The Transferor Company Durgapur Mining & Infrastructure Private Limited be 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. Transferor company, Durgapur Mining & Infrastructure Private Limited and transferee company, Ambey Mining Private Ltd. 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 be directed to place all documents relating to transferor company, Durgapur Mining & Infrastructure Private Limited and register them with the file kept by him in relation to the transferee company, Ambey Mining Private Limited. and the files relating to, Durgapur Mining & Infrastructure Private Limited and Ambey Mining Private Limited shall be consolidated accordingly.

C.A. (CAA) No. 72/2017 is hereby disposed of accordingly.

There shall be no orders as to costs.

Certified copy of the order be issued upon compliance of all requisite formalities.

(S. Vijayaraghavan)  
Member (T)

(Vijai Pratap Singh)  
Member (J)

Signed on this, the 9<sup>th</sup> day of March 2017.