

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)

T.A. No. 78 of 2017

In the matter of:

The Companies Act, 1956;

~ And ~

In the matter of:

An application under sections 391(2) to 394 of the said Act;

~ And ~

In the matter of:

Jugantar Agro Products Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 9/4, Middleton Row, Flat No 1A, Kolkata-700071, West Bengal, within the aforesaid jurisdiction;

~ And ~

In the matter of:

Amoghah Vinicom Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 9/4, Middleton Row, Flat No 1A, Kolkata-700071, West Bengal, within the aforesaid jurisdiction;

~ And ~

In the matter of:

Anukoolah Sales Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 9/4, Middleton Row, Flat No 1A, Kolkata-700071, West Bengal, within the aforesaid jurisdiction;

~ And ~

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In the matter of:

Anukul Bricks Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 9/4, Middleton Row, Flat No 1A, Kolkata-700071, West Bengal, within the aforesaid jurisdiction;

~ And ~

In the matter of:

Apratirathah Sales Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 9/4, Middleton Row, Flat No 1A, Kolkata-700071, West Bengal, within the aforesaid jurisdiction;

~ And ~

In the matter of:

Broadway Advisory Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 9/4, Middleton Row, Kolkata-700071, West Bengal, within the aforesaid jurisdiction;

~ And ~

In the matter of:

Churni Vinimay Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 9/4, Middleton Row, Flat No GC, Kolkata-700071, West Bengal, within the aforesaid jurisdiction;

~ And ~

In the matter of:

Olympus Merchants Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 9/4, Middleton Row, Flat No 1A, Kolkata-700071, West Bengal, within the aforesaid jurisdiction;

~ And ~

In the matter of:

Potential Tradecomm Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 9/4, Middleton Row, Kolkata-700071, West Bengal, within the aforesaid jurisdiction;

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~ And ~

In the matter of:

Rajnigandha Tradelink Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 9/4, Middleton Row, Kolkata-700071, West Bengal, within the aforesaid jurisdiction;

~ And ~

In the matter of:

1. Jugantar Agro Products Private Limited
2. Amoghah Vinicom Private Limited
3. Anukoolah Sales Private Limited
4. Anukul Bricks Private Limited
5. Apratirathah Sales Private Limited
6. Broadway Advisory Private Limited
7. Churni Vinimay Private Limited
8. Olympus Merchants Private Limited
9. Potential Tradecomm Private Limited
10. Rajnigandha Tradelink Private Limited

And

In the matter of:

Jugantar Agro Products Private Limited

... Applicant

Counsel on Record:

Mr. Shashi Agarwal, CA

] For the Applicant

ORDER

Per Shri Vijai Pratap Singh, Member(J)

This is an application under Section 391(2) and Section 394 of the Companies Act, 1956 and under section 232(3)(d) of the Companies Act, 2013 praying for dissolution without winding up of the transferor companies, namely Amoghah Vinicom Private Limited, Anukul Bricks Private Limited, Anukoolah Sales Private Limited, Apratirathah Sales Private Limited, Broadway Advisory Private Limited, Churni Vinimay Private Limited, Olympus Merchants Private Limited, Potential Tradecomm Private Limited and Rajnigandha Tradelink Private Limited.

It is seen from the records that on 10th day of May, 2016, Hon'ble High Court has passed an order approving the scheme of amalgamation of Amoghah Vinicom Private Limited, Anukul Bricks Private Limited , Anukoolah Sales Private Limited, Apratirathah Sales Private Limited, Broadway Advisory Private Limited, Churni Vinimay Private Limited, Olympus Merchants Private Limited , Potential Tradecomm Private Limited, Rajnigandha Tradelink Private Limited with Jugantar Agro Products Private Limited. By the said order 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 Companies Act, 1956 about the affairs of the transferor companies.

Pursuant to the said direction dated 10th day of May, 2016 of the Hon'ble High Court, the Official Liquidator appointed Mr. Mukesh Kumar Ruwatia, 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 companies. 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 Court and has come to the conclusion that the affairs of the transferor companies namely, Amoghah Vinicom Private Limited, Anukul Bricks Private Limited , Anukoolah Sales Private Limited, Apratirathah Sales Private Limited, Broadway Advisory Private Limited, Churni Vinimay Private Limited, Olympus Merchants Private Limited , Potential Tradecomm Private Limited , Rajnigandha Tradelink 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 petitioner and pass the following orders:

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- a. The Transferor Companies Amoghah Vinicom Private Limited, Anukul Bricks Private Limited , Anukoolah Sales Private Limited, Apratirathah Sales Private Limited, Broadway Advisory Private Limited, Churni Vinimay Private Limited, Olympus Merchants Private Limited , Potential Tradecomm Private Limited , Rajnigandha Tradelink 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 petitioner.
- b. Jugantar Agro Products Private Limited, Amoghah Vinicom Private Limited, Anukul Bricks Private Limited , Anukoolah Sales Private Limited, Apratirathah Sales Private Limited, Broadway Advisory Private Limited, Churni Vinimay Private Limited, Olympus Merchants Private Limited , Potential Tradecomm Private Limited , Rajnigandha Tradelink 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 be directed to place all documents relating to Companies Amoghah Vinicom Private Limited, Anukul Bricks Private Limited , Anukoolah Sales Private Limited, Apratirathah Sales Private Limited, Broadway Advisory Private Limited, Churni Vinimay Private Limited, Olympus Merchants Private Limited , Potential Tradecomm Private Limited , Rajnigandha Tradelink Private Limited and register them with the file kept by him in relation to the Jugantar Agro Products Private Limited and files relating to , Jugantar Agro Products Private Limited, Amoghah Vinicom Private Limited, Anukul Bricks Private Limited , Anukoolah Sales Private Limited,

Apratirathah Sales Private Limited, Broadway Advisory Private Limited, Churni Vinimay Private Limited, Olympus Merchants Private Limited , Potential Tradecomm Private Limited , Rajnigandha Tradelink Private Limited shall be consolidated accordingly.

There shall be no orders as to costs.

T.A. No. 78 of 2017 is hereby disposed of.

Sd/-
(S. Vijayaraghavan)
Member (Technical)

Sd/-
(Vijai Pratap Singh)
Member (Judicial)

Dated, the *14th* day of March, 2017