

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. 75 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:**

Melon Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 12, Waterloo Street, Kolkata-700069 in the State of West Bengal, within the aforesaid jurisdiction;

~ And ~

**In the matter of:**

Durja Commercial Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 7B, Kiran Shankar Roy Road, Kolkata-700001, in the State of West Bengal, within the aforesaid jurisdiction;

~ And ~

**In the matter of:**

1. Melon Properties Private Limited;
2. Durja Commercial Private Limited;

..... Petitioners

And



**In the matter of:**

Melon Properties 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 company namely, Durja Commercial Private Limited.

It is seen from the records that on the 14<sup>th</sup> of May,2015, the Hon'ble High Court has passed an order approving the scheme of amalgamation of Durja Commercial Private Limited with Melon Properties 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 Company.

Pursuant to the said direction dated the 14<sup>th</sup> of May,2015 of the Hon'ble High Court, the Official Liquidator appointed M/s J.Gupta & Co, 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 Court and has come to the conclusion that the affairs of the Transferor Company namely, Durja Commercial Private Limited have not been conducted in a manner prejudicial to the interest of their members or to public.

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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:

- a. The Transferor Company, Durja Commercial 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. Melon Properties Private Limited and Durja Commercial 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 Company Durja Commercial Private Limited and register them with the file kept by him in relation to the Melon Properties Private Limited and files relating to Durja Commercial Private Limited shall be consolidated accordingly.

There shall be no orders as to costs.

T.A.No. 75 of 2017 is hereby disposed of.

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

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

Dated, the 14<sup>th</sup> day of March, 2017