

12-01-2018

CA(CAA) NO.356/KB/2017

[C.P. No.662 OF 2016 connected with C.A. No.502 of 2016]

ORDER

The Ld. Counsel for the applicants has pointed out that in the Order dated 22-12-2017, there is a typographical error, which needs to be rectified as under :

1. As mentioned in page 2, Point No. 1 of the Order, the name of the applicant has been mentioned as "NILKAMAL PRPERTIES PRIVATE LIMITED" which should be rectified as "NILKAMAL PROPERTIES PRIVATE LIMITED".

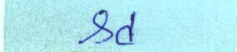
The above rectification has been made in the Order dated 22-12-2017 in terms of the power conferred upon the Tribunal under Rule 154 of the NCLT Rules, 2016.

Accordingly, the order dated 22-12-2017, in the matter, stands rectified as above.

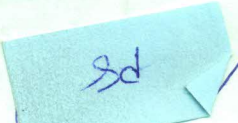
The amended order shall be uploaded immediately.

Urgent copy of this order be supplied to the party.

Signed on 12th day of January, 2018.


(Jinan K. R.)

Member(Judicial)


(V.P. Singh)

Member(Judicial)

IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

CA(CAA) NO.356/KB/2017

[C.P. No.662 OF 2016 connected with C.A. No.502 of 2016]

In the matter of :

The Companies Act, 1956 ;

And

In the matter of :

An application under Section
391(2) and 394 of the said Act ;

And

In the matter of :

The Companies Act, 2013 ;

And

In the matter of :

An application under Section
232(3) (d) of the said Act ;

And

In the matter of :

An application under Rule 20 of
the said Companies
(Compromises, Arrangements &
Amalgamations) Rules, 2016 ;

And

Sd

Sd

IN THE MATTER OF:

Amended

12/11/18

1. NILKAMAL PRPERTIES PRIVATE LIMITED, a company incorporated under the Companies Act, 1956, having its registered office at 7B, Kiran Shankar Roy Road, Kolkata - 700 001, within the aforesaid jurisdiction ;

And

In the matter of :

2. ALAKNANDA DEALTRADE PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 ; having its registered office at 9/1A, Rama Nath Sadhu Lane, Kolkata - 700 007, within the aforesaid jurisdiction;

And

In the matter of :

3. DHANANJAY GURUKRIPA ESTATE PRIVATE LIMITED, a company incorporated under the Companies Act, 1956, having its registered office at 7B, Kiran Shankar Roy Road, Kolkata - 700 001, within the aforesaid jurisdiction;

And

In the matter of :

Sd

Sd

4. IMAGE VANIJYA PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 ; and having its registered office at 7B, Kiran Shankar Roy Road, Kolkata - 700 001, within the aforesaid jurisdiction ;

And

In the matter of :

5. INOX FINNTEC PRODUCTS PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 ; and having its registered office at 7B, Kiran Shankar Roy Road, Kolkata - 700 001, within the aforesaid jurisdiction;

And

In the matter of :

6. MANOMAY COMMOSALE PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 ; and having its registered office at 2A, Rama Nath Sadhu Lane, Kolkata - 700 007, within the aforesaid jurisdiction.

And

In the matter of:

1. NILKAMAL PROPERTIES PRIVATE LIMITED

2. ALAKNANDA DEALTRADE PRIVATE LIMITED
3. DHANANJAY GURUKRIPA ESTATE PRIVATE LIMITED
4. IMAGE VANIJYA PRIVATE LIMITED
5. INOX FINNTEC PRODUCTS PRIVATE LIMITED
6. MANOMAY COMMOSALE PRIVATE LIMITED

AND

IN THE MATTER OF :

NILKAMAL PROPERTIES PRIVATE LIMITED

.....APPLICANTS

CORAM : Mr. V. P. Singh, Member (Judicial)
Mr. Jinan K. R., Member (Judicial)

For the Applicants :

Mr. A.K. Upadhyay

Date of pronouncement of order : 22-12-19

ORDER

Per : Mr. V.P. Singh, Member(Judicial) :

The Scheme of Amalgamation of the Alaknanda Dealtrade Private Limited, 1st Transferor Company, Dhananjay Gurukripa Estate Private Limited, 2nd Transferor Company, Image Vanijya Private Limited, 3rd Transferor Company, Inox Finntec Products Private Limited, 4th Transferor Company, Manomay Commosale Private Limited, 5th Transferor Company with the Transferee Company, namely,

Sd

Sd

Nilkamal Properties Private Limited was duly sanctioned by the Hon'ble High Court at Calcutta by an order passed on 26-09-2016.

By the said Order of the Hon'ble High Court, Calcutta dated 26-09-2016, the Official Liquidator attached to the Hon'ble High Court, Calcutta was directed to file a report under the Second provision to Section 394(1) of the Companies Act, 1956 in respect of the said Transferor Companies for enabling this Tribunal to consider the same and pass necessary orders for dissolution without winding up of the said Transferor Companies.

A copy of the certified drawn up order dated 26-09-2016 of the Hon'ble High Court, Calcutta, is annexed with the Application and marked "A-1".

In pursuance of the said direction and to enable the Official Liquidator to make his report and give his opinion, the Official Liquidator appointed Shri Aditya Chirimar, Chartered Accountant, 7, Lyons Range, Room No. 5B, 2nd Floor, Kolkata - 700 001, for the purpose of thoroughly scrutinizing the books, records and documents and other papers relating to the said Transferor Companies and to report indicating clearly as to whether in the opinion of the said Chartered Accountant the affairs of the said Transferor Companies have been conducted in a manner prejudicial to the interest of its members or to the public interest.

The said Chartered Accountant has duly submitted his report dated 12-06-2017 with the Official Liquidator with regard to the said Transferor Companies.

The Chartered Accountants in his report have stated that the said Transferor Companies have maintained proper books and records as per Section 209 of the Companies Act, 1956.

It is also stated in the said report that the Statutory Auditor has not made any adverse comment in their audit Report.

It is also stated in the said report that the affairs of the Transferor Companies were conducted within the ambit of the Companies Act, 1956 and the Transferor Companies have not accepted any public deposits as defined in the Companies Act, 1956 and Reserve Bank of India Act, 1934 and the Rules framed there under.

The report further states that the Transferor Companies had no undisputed statutory dues in respect of Income-Tax, Sales-Tax, Central Excise, Customs, ESI, Provident Fund or Gratuity and the interest of the shareholders, creditors and employees does not appear to have been hampered or jeopardized through the affairs conducted by the Transferor Companies.

The said report states that in the opinion of the Chartered Accountants, the affairs of the Transferor Companies have not been conducted in a manner prejudicial to the interest of its members or to the public interest.

The report also states that the Transferor Companies have increased their Authorized Share Capital and paid requisite fees with the Registrar of Companies, West Bengal and that they had obtained certificate from the management to the effect that no winding up petition of the Transferor Companies was pending before the Hon'ble High Court, Calcutta or before this Tribunal.

The Official Liquidator, after scrutiny of the report of the Chartered Accountants and other relevant papers and records, has opined that the affairs of the said Transferor Companies, namely, M/s. Alaknanda Dealtrade Private Limited, Dhananjay Gurukripa Estate Private Limited, Image Vanijya Private Limited, Inox Finntec Products Private Limited and Manomay Commosale Private Limited, have not been conducted in a manner prejudicial to the interest of their members or to public.

A copy of the said report dated 27-06-2017 of the Official Liquidator attached to Hon'ble High Court, Calcutta, is annexed with the application and marked "A-2".

Accordingly, pursuant to the leave granted to the Transferee Company by the Hon'ble High Court, Calcutta vide its Order dated 26-09-2016 to apply for the dissolution without winding up of the Transferor Companies, after filing of the report under Section 394(1) of the Companies Act, 1956 by the Official Liquidator attached to Hon'ble High Court, Calcutta, this application has been made before this Tribunal for dissolution without winding up of the Transferor Companies.

After having perused the documents annexed to the application and after having heard the submissions made on behalf of the applicants,

Sd

Sd

the following orders in terms of prayers (a) to (c) of the Application, are passed :

(a) The Transferor Companies, namely, Alaknanda Dealtrade Private Limited, Dhananjay Gurukripa Estate Private Limited, Image Vanijya Private Limited, Inox Finntec Products Private Limited and Manomay Commosale Private Limited, are dissolved without winding up from the date of filing of the certified copy of this Order upon the Registrar of Companies, West Bengal by Alaknanda Dealtrade Private Limited, Dhananjay Gurukripa Estate Private Limited, Image Vanijya Private Limited, Inox Finntec Products Private Limited and Manomay Commosale Private Limited.

(b) Alaknanda Dealtrade Private Limited, Dhananjay Gurukripa Estate Private Limited, Image Vanijya Private Limited, Inox Finntec Products Private Limited and Manomay Commosale Private Limited, to file certified copy of this Order with the Registrar of Companies, West Bengal within 30 days after the date of this order.

(c) The Registrar of Companies, West Bengal, upon receiving such certified copies, is directed to place all documents relating to Alaknanda Dealtrade Private Limited, Dhananjay Gurukripa Estate Private Limited, Image Vanijya Private Limited, Inox Finntec Products Private Limited and Manomay Commosale Private Limited, registered with him on the file kept by him in relation to Nilkamal Properties Private Limited and the files relating to Alaknanda Dealtrade Private Limited, Dhananjay Gurukripa Estate Private Limited, Image Vanijya Private Limited, Inox Finntec Products Private Limited and Manomay Commosale Private Limited, the Transferor Companies, and Nilkamal Properties Private Limited, the Transferee Company, in this application, shall be consolidated accordingly.

The Company Application C.A No. 356/KB/2017 in C.P. No.662 of 2016 connected with C.A. No.502 of 2016, is accordingly, disposed of.

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Certified copy of this order may be issued, if applied for, upon compliance of all requisite formalities.

Sd

(Jinan K.R.)
Member(Judicial)

Sd

(V.P. Singh)
Member(Judicial)

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