

IN THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH

C.A. No. 550/KB/2017

In the Matter of: -

Sections 230 to 232 of the Companies Act, 2013 ;

An application under sections 391(2) to 394 of the Companies Act, 1956 ;

- And ~

In the matter of:

Alcove Construction Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata - 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

N. Properties & Finance Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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Accauto Merchants Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata - 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

Alcove Housing Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

✓ Angard Merchants Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

✓ Balbhadra Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Baldeo Housing Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Baldeo Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Bhadsasan Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata - 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

✓ Bhujang Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata - 700025, West Bengal, within the aforesaid jurisdiction;

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— Bidhu Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata - 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

— Brahamanand Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

— Camac Abasan Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

— Christopher Housing Developers Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 98 Christopher Road, Kolkata -700046, West Bengal, within the aforesaid jurisdiction;

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✓ Circus Housing Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Cupid Commercial Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Devine Mercantiles Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 98 Christopher Road, Kolkata -700046, West Bengal, within the aforesaid jurisdiction;

~ And ~

✓ Dhruva Abasan Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Ganeswaro Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Gomine Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Grahpataya Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

✓ GTR Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Gunakrete Abasan Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

✓ Jogmaya Dealers Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Kamdhanu Dealers Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Khushboo Holdings Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Madhuban Properties Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Moneco Commodities Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

✓ Rupnagar Trexim Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata - 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Seahorse Commercial Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

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✓ Shiuli Commercial Private Limited, a Company incorporated under the

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provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

Stanford Housing Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

Subhash Abasan Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish Mukherjee Road, Kolkata- 700025, West Bengal, within the aforesaid jurisdiction;

~ And ~

Sunbeam Udyog Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 35, Chittranjan Avenue, Kolkata - 700012, West Bengal, within the aforesaid jurisdiction;

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Toshika Housing Private Limited, a Company incorporated under the provisions of the Companies Act, 1956 having its Registered office at 68/2, Harish

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Mukherjee Road, Kolkata- 700025, West
Bengal, within the aforesaid jurisdiction;

~ And ~

1. Alcove Construction Private Limited
2. A.N. Properties & Finance Private Limited
3. Accauto Merchants Private Limited
4. Alcove Housing Private Limited
5. Angard Merchants Private Limited
6. Balbhadra Properties Private Limited
7. Baldeo Housing Private Limited
8. Baldeo Properties Private Limited
9. Bhadsasan Properties Private Limited
10. Bhujang Properties Private Limited
11. Bidhu Properties Private Limited
12. Brahamanand Properties Private Limited
13. Camac Abasan Private Limited
14. Christopher Housing Developers Private Limited
15. Circus Housing Private Limited
16. Cupid Commercial Private Limited
17. Devine Mercantiles Private Limited
18. Dhruva Abasan Private Limited
19. Ganeswaro Properties Private Limited
20. Gomine Properties Private Limited
21. Grahpataya Properties Private Limited
22. GTR Properties Private Limited
23. Gunakrete Abasan Private Limited
24. Jogmaya Dealers Private Limited
25. Kamdhanu Dealers Private Limited
26. Khushboo Holdings Private Limited
27. Madhuban Properties Private Limited
28. Moneco Commodities Private Limited
29. Rupnagar Trexim Private Limited
30. Seahorse Commercial Private Limited
31. Shiuli Commercial Private Limited
32. Stanford Housing Private Limited
33. Subhash Abasan Private Limited

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- 34. Sunbeam Udyog Limited
- 35. Toshika Housing Private Limited

And

Alcove Construction Private Limited

..... Applicant

CORAM

Shri V.P. Singh, Member(Judicial)

Shri Jinan K. R., Member(Judicial)

Date of pronouncing of the Order : 19/11/18

For the Applicants :

Mr. Shashi Agarwal, CA

ORDER

Per Shri Jinan K. R.

This is an application under section 391(2) and section 394 of the Companies Act, 1956 praying for dissolution without winding up of the transferor Company namely A. N. Properties & Finance Private Limited, Accauto Merchants

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Private Limited, Alcove Housing Private Limited, Angard Merchants Private Limited, Balbhadra Properties Private Limited, Baldeo Housing Private Limited, Baldeo Properties Private Limited, Bhadsasan Properties Private Limited, Bhujang Properties Private Limited, Bidhu Properties Private Limited, Brahamanand Properties Private Limited, Camac Abasan Private Limited, Christopher Housing Developers Private Limited, Circus Housing Private Limited, Cupid Commercial Private Limited, Devine Mercantiles Private Limited, Dhruva Abasan Private Limited, Ganeswaro Properties Private Limited, Gomine Properties Private Limited, Grahpataya Properties Private Limited, GTR Properties Private Limited, Gunakrete Abasan Private Limited, Jogmaya Dealers Private Limited, Kamdhanu Dealers Private Limited, Khushboo Holdings Private Limited, Madhuban Properties Private Limited, Moneco Commodities Private Limited, Rupnagar Trexim Private Limited, Seahorse Commercial Private Limited, Shiuli Commercial Private Limited, Stanford Housing Private Limited, Subhash Abasan Private Limited, Sunbeam Udyog Limited, Toshika Housing Private Limited.

On perusal of the records it is observed that on 28/09/2016 Hon'ble High Court, Calcutta has passed an order approving the scheme of amalgamation of A. N. Properties & Finance Private Limited, Accauto Merchants Private Limited, Alcove Housing Private Limited, Angard Merchants Private Limited, Balbhadra Properties Private Limited, Baldeo Housing Private Limited, Baldeo Properties Private Limited, Bhadsasan Properties Private Limited, Bhujang Properties Private Limited, Bidhu Properties Private Limited, Brahamanand Properties Private Limited, Camac Abasan Private Limited, Christopher Housing Developers Private Limited, Circus Housing Private Limited, Cupid Commercial Private Limited, Devine Mercantiles Private Limited, Dhruva Abasan Private Limited, Ganeswaro Properties Private Limited, Gomine Properties Private Limited, Grahpataya Properties Private Limited, GTR Properties Private Limited, Gunakrete Abasan Private Limited,

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Jogmaya Dealers Private Limited, Kamdhanu Dealers Private Limited, Khushboo Holdings Private Limited , Madhuban Properties Private Limited, Moneco Commodities Private Limited, Rupnagar Trexim Private Limited, Seahorse Commercial Private Limited , Shiuli Commercial Private Limited, Stanford Housing Private Limited, Subhash Abasan Private Limited, Sunbeam Udyog Limited, Toshika Housing Private Limited with Alcove Construction Private Limited .

A copy of the Order of the Hon'ble High Court, Calcutta dated 28-09-2016 is annexed with the Application and marked "A."

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 28/09/2016 of the Hon'ble High Court, Calcutta, the official liquidator appointed CA Shashi Agarwal, 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 High Court and has come to the conclusion that the affairs of the transferor Company namely, A. N. Properties & Finance Private Limited, Accauto Merchants Private Limited, Alcove Housing Private Limited, Angard Merchants Private Limited, Balbhadra Properties Private Limited, Baldeo Housing Private Limited, Baldeo Properties Private Limited, Bhadsasan Properties Private Limited, Bhujang Properties Private

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Limited, Bidhu Properties Private Limited, Brahamanand Properties Private Limited, Camac Abasan Private Limited, Christopher Housing Developers Private Limited, Circus Housing Private Limited, Cupid Commercial Private Limited, Devine Mercantiles Private Limited, Dhruva Abasan Private Limited, Ganeswaro Properties Private Limited, Gomine Properties Private Limited, Grahpataya Properties Private Limited, GTR Properties Private Limited, Gunakrete Abasan Private Limited, Jogmaya Dealers Private Limited, Kamdhanu Dealers Private Limited, Khushboo Holdings Private Limited , Madhuban Properties Private Limited, Moneco Commodities Private Limited, Rupnagar Trexim Private Limited, Seahorse Commercial Private Limited , Shiuli Commercial Private Limited, Stanford Housing Private Limited, Subhash Abasan Private Limited, Sunbeam Udyog Limited, Toshika Housing Private Limited have not been conducted in a manner prejudicial to the interest of their members or to public.

Accordingly, pursuant to the leave granted to the Transferee Company by the Hon'ble High Court, Calcutta vide its Order dated 28-09-2016 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, the following orders in terms of prayers (a) to (c) of the Application, are passed :

- a. The Transferor Companies, namely, A. N. Properties & Finance Private Limited, Accauto Merchants Private Limited, Alcove Housing Private Limited, Angard Merchants Private Limited, Balbhadra Properties Private Limited, Baldeo Housing Private Limited, Baldeo Properties Private Limited, Bhadsasan Properties Private Limited, Bhujang

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Properties Private Limited, Bidhu Properties Private Limited, Brahamanand Properties Private Limited, Camac Abasan Private Limited, Christopher Housing Developers Private Limited, Circus Housing Private Limited, Cupid Commercial Private Limited, Devine Mercantiles Private Limited, Dhruva Abasan Private Limited, Ganeswaro Properties Private Limited, Gomine Properties Private Limited, Grahpataya Properties Private Limited, GTR Properties Private Limited, Gunakrete Abasan Private Limited, Jogmaya Dealers Private Limited, Kamdhanu Dealers Private Limited, Khushboo Holdings Private Limited, Madhuban Properties Private Limited, Moneco Commodities Private Limited, Rupnagar Trexim Private Limited, Seahorse Commercial Private Limited, Shiuli Commercial Private Limited, Stanford Housing Private Limited, Subhash Abasan Private Limited, Sunbeam Udyog Limited, Toshika Housing 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 Transferor Companies and Alcove Construction Private Limited, the Transferee Company.

- b. Alcove Construction Private Limited, the Transferee Company, and the Transferor Companies, namely, A. N. Properties & Finance Private Limited, Accauto Merchants Private Limited, Alcove Housing Private Limited, Angard Merchants Private Limited, Balbhadra Properties Private Limited, Baldeo Housing Private Limited, Baldeo Properties Private Limited, Bhadsasan Properties Private Limited, Bhujang Properties Private Limited, Bidhu Properties Private Limited, Brahamanand Properties Private Limited, Camac Abasan Private Limited, Christopher Housing Developers Private Limited, Circus Housing Private Limited, Cupid Commercial Private Limited, Devine

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Mercantiles Private Limited, Dhruva Abasan Private Limited, Ganeswaro Properties Private Limited, Gomine Properties Private Limited, Grahpataya Properties Private Limited, GTR Properties Private Limited, Gunakrete Abasan Private Limited, Jogmaya Dealers Private Limited, Kamdhanu Dealers Private Limited, Khushboo Holdings Private Limited, Madhuban Properties Private Limited, Monoco Commodities Private Limited, Rupnagar Trexim Private Limited, Seahorse Commercial Private Limited, Shiuli Commercial Private Limited, Stanford Housing Private Limited, Subhash Abasan Private Limited, Sunbeam Udyog Limited, Toshika Housing 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. The Registrar of Companies, West Bengal upon receiving such certified copies of this order is directed to place all documents relating to Transferor Companies, A. N. Properties & Finance Private Limited, Accauto Merchants Private Limited, Alcove Housing Private Limited, Angard Merchants Private Limited, Balbhadra Properties Private Limited, Baldeo Housing Private Limited, Baldeo Properties Private Limited, Bhadsasan Properties Private Limited, Bhujang Properties Private Limited, Bidhu Properties Private Limited, Brahamanand Properties Private Limited, Camac Abasan Private Limited, Christopher Housing Developers Private Limited, Circus Housing Private Limited, Cupid Commercial Private Limited, Devine Mercantiles Private Limited, Dhruva Abasan Private Limited, Ganeswaro Properties Private Limited, Gomine Properties Private Limited, Grahpataya Properties Private Limited, GTR Properties Private Limited, Gunakrete Abasan Private Limited, Jogmaya Dealers Private Limited, Kamdhanu Dealers Private Limited, Khushboo Holdings

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Private Limited , Madhuban Properties Private Limited, Moneco Commodities Private Limited, Rupnagar Trexim Private Limited, Seahorse Commercial Private Limited , Shiuli Commercial Private Limited, Stanford Housing Private Limited, Subhash Abasan Private Limited, Sunbeam Udyog Limited, Toshika Housing Private Limited and register them with the file kept by him in relation to the Alcove Construction Private Limited, the Transferee Company and files relating to Alcove Construction Private Limited, the Transferee Company and A. N. Properties & Finance Private Limited, Accauto Merchants Private Limited, Alcove Housing Private Limited, Angard Merchants Private Limited, Balbhadra Properties Private Limited, Baldeo Housing Private Limited, Baldeo Properties Private Limited, Bhadsasan Properties Private Limited, Bhujang Properties Private Limited, Bidhu Properties Private Limited, Brahamanand Properties Private Limited, Camac Abasan Private Limited, Christopher Housing Developers Private Limited, Circus Housing Private Limited, Cupid Commercial Private Limited, Devine Mercantiles Private Limited, Dhruva Abasan Private Limited, Ganeswaro Properties Private Limited, Gomine Properties Private Limited, Grahpataya Properties Private Limited, GTR Properties Private Limited, Gunakrete Abasan Private Limited, Jogmaya Dealers Private Limited, Kamdhanu Dealers Private Limited, Khushboo Holdings Private Limited , Madhuban Properties Private Limited, Moneco Commodities Private Limited, Rupnagar Trexim Private Limited, Seahorse Commercial Private Limited , Shiuli Commercial Private Limited, Stanford Housing Private Limited, Subhash Abasan Private Limited, Sunbeam Udyog Limited, Toshika Housing Private Limited, the Transferor Companies shall be consolidated accordingly.

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The Company Application No. 550/KB/2017 in C.P. No.376 of 2016 connected with C.A. No.275 of 2016, is accordingly, disposed of.

Urgent certified copy of this order, if applied for be issued, upon compliance with all requisite formalities.

Sd _____
9/11/18

(Shri V.P. Singh)
Member (Judicial)

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(Jinan K.R.)
Member (Judicial)