

In The National Company Law Tribunal
Kolkata Bench

CA No. 528/KB/2017

In the matter of :

Sections 230 to 232 of the Companies
Act, 2013 ;

And

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

And

In the matter of :

Superview Real Estates Private Limited,
a company incorporated under the
provisions of the Companies Act, 1956
having its registered Office at 1,
Grastin Place, Kolkata - 700 001 in the
State of West Bengal, within the
aforesaid jurisdiction ;

And

Allium Bulcon Private Limited, a
company incorporated under the
provisions of the Companies Act, 1956
having its registered Office at 1,

Sd

Sd

Grastin Place, Kolkata - 700 001 in the
State of West Bengal, within the
aforesaid jurisdiction ;

And

Superview Real Estates Private
Limited ;

..... Applicant

Date of Pronouncement of order : 08.01-2018

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

For the Applicants :

1. Mr. Shashi Agarwal, CA

Per Mr. Jinan K. R.

ORDER

Superview Real Estates Private Limited is a Transferee Company in a Scheme of Amalgamation sanctioned by the Hon'ble High Court, Calcutta.

The Scheme of Amalgamation of Allium Bulcon Private Limited, the Transferor Company, with Superview Real Estates Private Limited, the Transferee Company where all the assets, properties, rights and claims whatsoever of the Transferor Company and their entire undertaking together with all rights and obligations relating thereto were proposed to be transferred to and vested in

Sd

Sd

the Transferee Company, was approved by the Hon'ble High Court, Calcutta on 17-05-2016.

A copy of the said Order of the Hon'ble High Court, Calcutta is annexed with the application and marked with letter "A".

By the said Order, the Official Liquidator attached to the Hon'ble High Court, Calcutta was directed to file a report under Second Proviso to Section 394(1) of the Companies Act, 1956 in respect of the said Transferor Company herein for enabling the Hon'ble High Court to consider the report and pass necessary orders for dissolution without winding up of the Transferor Company.

Pursuant to the said direction, the Official Liquidator appointed the Chartered Accountant for the purpose of thoroughly scrutinizing the books, records, documents and other papers in accordance with the Section 209 and the relevant provisions of the Companies Act, 1956 relating to the said Transferor Company whether the affairs of the Transferor Company has been conducted in a manner prejudicial to the interest of its members or to the public interest or not.

The said Chartered Accountant appointed by the Official Liquidator attached to the Hon'ble High Court, Calcutta had duly submitted his report to the Official Liquidator with regard to the said Transferor Company stating that the said Transferor Company has complied with the provisions of Sections 209 of the Companies Act, 1956 in the matter of maintenance of proper books of accounts and records and had concluded that the affairs of the said Transferor Company has not been conducted in a manner prejudicial to the interest of its members or to public interest.

The said report of the Official Liquidator had been forwarded to the Hon'ble High Court, Calcutta, a copy whereof is annexed to this application and

sd

sd

marked with the letter "B".

This application is made before this Tribunal under Sections 230 to 232 of the Companies Act, 2013, effective 15-12-2016, for dissolution without winding up of the Transferor Company, namely, Allium Bulcon Private Limited with the Transferee Company, namely, Superview Real Estates Private Limited, in pursuance of leave granted to the applicant company by order dated 17-05-2016 of the Hon'ble High Court, Calcutta, to apply for the dissolution without winding up of the said Transferor Company after filing of the report under Section 394(1) of the Companies Act, 1956 by the Official Liquidator attached to the Hon'ble High Court, Calcutta.

After having perused the documents annexed to the application and after having heard the submissions made on behalf of the applicant, the following orders are passed :

(a) The Transferor Company, namely, Allium Bulcon Private Limited is dissolved without winding up from the date of filing of the certified copy of this Order upon the Registrar of Companies, West Bengal by the Transferor Company and Superview Real Estates Private Limited, the Transferee Company.

(b) The Transferor Company and the Transferee Company, do file the 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 the documents relating to the Transferor Company and register with him on the file kept by him in relation to the Transferee Company and the files relating to the Transferor Company and the Transferee Company, shall be consolidated accordingly.

Sd

Sd

The CA. No. 528/KB/2017 in CP No. 264/2016 connected with C.A. No. 91/2016 is, accordingly, disposed of.

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

Sd

(V.P. Singh)
Member(Judicial)

8/11/18

Sd

(Jinan K. R.)
Member(Judicial)

GOUR_STENO