

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

CA No. 533/KB/2017

Arising out of

Company Petition No. 279/2016

Arising out of

Company Application No.168 of 2016

In the matter of :

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

AND

In the matter of :

SHREE BAHUBALI COMMODITIES PRIVATE
LIMITED, a company incorporated under the
provisions of the Companies Act, 1956 having
its Registered Office at 12, India Exchange
Place, 3rd Floor, Kolkata – 700 001 within the
aforesaid jurisdiction ;

AND

SHREE BAHUBALI INSURANCE BROKER PRIVATE
LIMITED, a company incorporated under the
provisions of the Companies Act, 1956 having
its Registered Office at 12, India Exchange

Sd

Sd

Place, 3rd Floor, Kolkata – 700 001 within the aforesaid jurisdiction ;

AND

SHREE BAHUBALI COMMODITIES PRIVATE LIMITED

.... Applicants

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

For the Applicants :

1. Mrs, Manju Bhuteria, Advocate

Date of pronouncement of Order : 10 - 01 - 2018

Per V.P. Singh

ORDER

This is an application under Section 391 (2) and Section 394 of the Companies Act, 1956 read with sections 230 to 232 of the Companies Act 2013 praying for dissolution without winding up of Shree Bahubali Insurance Broker Private Limited, the Transferor Company with Shree Bahubali Commodities Private Limited, the Transferee Company.

Sd

Sd

The Scheme of Amalgamation of Shree Bahubali Insurance Broker Private Limited, the Transferor Company, with Shree Bahubali Commodities Private Limited, the Transferee Company was duly sanctioned by the Hon'ble High Court by an Order dated 14-06-2016.

By the said Order of the Hon'ble High Court, Calcutta dated 14-06-2016, the Official Liquidator attached to the Hon'ble High Court, Calcutta was directed to file a report under the Second Proviso to Section 394(1) of the Companies Act, 1956 in respect of the Transferor Company for enabling passing of orders for dissolution without winding up of the said Transferor Company.

A certified copy of the said order dated 14-06-2016 of the Hon'ble High Court, Calcutta is annexed with the Application and marked "A".

This Application has been made in pursuance of leave granted to the Applicant Company by the Hon'ble High Court, Calcutta by Order dated 14-06-2016, to apply for the dissolution without winding up of the Transferor Company after filing of the report under Section 394(1) of the Companies Act, 1956 by the Official Liquidator.

In pursuance of the said direction, the Official Liquidator appointed the Chartered Accountant for the purpose of thoroughly scrutinizing the books, records and documents and other papers in accordance with Section 209 of the Companies Act, 1956 relating to the said Transferor Company and to report whether in the opinion of the said Chartered Accountant the affairs of the Transferor Company have been conducted in a manner prejudicial to the interest of its members or to the public interest.

The said appointed Chartered Accountant had duly submitted his report on 07-07-2017 to the Official Liquidator with regard to the Transferor Company.

Sd

Sd

The Official Liquidator, upon perusal of the said report of the Chartered Accountant and other relevant papers and records, has prepared his report dated 12-07-2017 and has stated that the Transferor Company have complied with the provisions of Section 209 of the Companies Act, 1956 in the matter of maintenance of proper books of accounts and records and has concluded that the affairs of the Transferor Company have not been conducted in a manner prejudicial to the interest of their respective members or to public interest.

The said report of the Official Liquidator attached to the Hon'ble High Court, Calcutta had been forwarded to the Hon'ble High Court, Calcutta and a copy whereof is annexed with the Application marked "B".

Accordingly, this application has been made before this Hon'ble Tribunal for dissolution without winding up of the above-said 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 are passed :

(a) The Transferor Company, Shree Bahubali Insurance Broker Private Limited be dissolved without winding up from the date of filing of the certified copy of this Order upon the Registrar of Companies, West Bengal by Shree Bahubali Insurance Broker Private Limited and Shree Bahubali Commodities Private Limited ;

(b) Shree Bahubali Insurance Broker Private Limited and Shree Bahubali Commodities Private Limited 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 copy of this order is directed to place all documents, papers and records relating to Shree Bahubali Insurance Broker Private Limited and register with him on the file

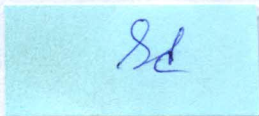
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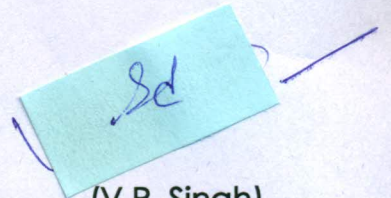
kept in relation to Shree Bahubali Commodities Private Limited and the files relating to Shree Bahubali Insurance Broker Private Limited, the Transferor Company and Shree Bahubali Commodities Private Limited, the Transferee Company shall be consolidated accordingly.

The Company Application C.A No. 533/KB/2017, arising out of C.P. No.279/2016, arising out of C.A. No. 168/ 2016, is accordingly, disposed of.

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



(Jinani K.R.)
Member(Judicial)



(V.P. Singh)
Member(Judicial)

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