

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

CA No. 534/KB/2017

Arising out of

Company Petition No. 622/2016

Arising out of

Company Application No.479 of 2016

In the matter of :

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

AND

In the matter of :

MANISHA INFOTECH PRIVATE LIMITED
LIMITED, a company incorporated under the
provisions of the Companies Act, 1956 having
its Registered Office at 74, Burtolla Street, 3rd
Floor, Kolkata – 700 007 within the aforesaid
jurisdiction ;

AND

AAKASHDEEP SUPPLIERS PRIVATE LIMITED, a
company incorporated under the provisions
of the Companies Act, 1956 having its
Registered Office at 74, Burtolla Street, 3rd

Sd

Sd

Floor, Kolkata – 700 007 within the aforesaid jurisdiction ;

AND

ADHUNIK RETAILERS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at 74, Burtolla Street, 3rd Floor, Kolkata – 700 007 within the aforesaid jurisdiction ;

AND

DHANESHWAR TRADELINK PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at 74, Burtolla Street, 3rd Floor, Kolkata – 700 007 within the aforesaid jurisdiction ;

AND

S KUMAR MERCANTILE PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at 74, Burtolla Street, 3rd Floor, Kolkata – 700 007 1within the aforesaid jurisdiction ;

AND

Sd

Sd

MANISHA INFOTECH PRIVATE LIMITED

.... Applicant

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 Jinan K. R.

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 Aakashdeep Suppliers Private Limited, Adhunik Retailers Private Limited, Dhaneshwar Tradelink Private Limited and S Kumar Mercantile Private Limited, the Transferor Companies with Manisha Infotech Private Limited, the Transferee Company.

The Scheme of Amalgamation of Aakashdeep Suppliers Private Limited, Adhunik Retailers Private Limited, Dhaneshwar Tradelink Private Limited and S Kumar Mercantile Private Limited, the Transferor Companies with Manisha Infotech Private Limited, the Transferee Company was duly sanctioned by the Hon'ble High Court by an Order dated 28-09-2016.

Sd

Sd

By the said Order of the Hon'ble High Court, Calcutta dated 28-09-2016, 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 Companies.

A certified copy of the said order dated 28-09-2016 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 28-09-2016, 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 Companies and to report whether in the opinion of the said Chartered Accountant the affairs of the Transferor Companies 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 21-06-2017 to the Official Liquidator with regard to the Transferor Companies.

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 Companies 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

Sd

Sd

the affairs of the Transferor Companies 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 Companies, Aakashdeep Suppliers Private Limited, Adhunik Retailers Private Limited, Dhaneshwar Tradelink Private Limited and S Kumar Mercantile 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 Aakashdeep Suppliers Private Limited, Adhunik Retailers Private Limited, Dhaneshwar Tradelink Private Limited and S Kumar Mercantile Private Limited, the Transferor Companies and Manisha Infotech Private Limited, the Transferee Company ;

(b) Aakashdeep Suppliers Private Limited, Adhunik Retailers Private Limited, Dhaneshwar Tradelink Private Limited and S Kumar Mercantile Private Limited, the Transferor Companies and Manisha Infotech Private Limited, 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 copy of this order is directed to place all documents, papers and records relating to

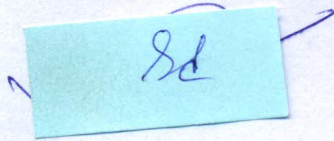
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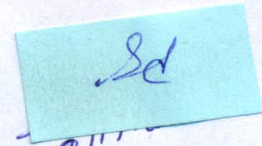
Aakashdeep Suppliers Private Limited, Adhunik Retailers Private Limited, Dhaneshwar Tradelink Private Limited and S Kumar Mercantile Private Limited and register with him on the file kept in relation to Manisha Infotech Private Limited and the files relating to Aakashdeep Suppliers Private Limited, Adhunik Retailers Private Limited, Dhaneshwar Tradelink Private Limited and S Kumar Mercantile Private Limited, the Transferor Companies and Manisha Infotech Private Limited, the Transferee Company shall be consolidated accordingly.

The Company Application C.A No. 534/KB/2017, arising out of C.P. No.622/2016, arising out of C.A. No. 479/ 2016, is accordingly, disposed of.

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



(V.P. Singh)
Member(Judicial)



(Jinan K. R.)
Member(Judicial)

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