

(2018) 01 DEL CK 0234

In the Delhi High Court

Case No : Company Petition No. 2 Of 2018

In The Matter Of Gupteshwar Transport Private Ltd. (In Vol. Lqn.)

Date of Decision : 05-01-2018

Acts Referred:

Companies (Court) Rules, 1959 — Rule 315, 329, 331
Companies Act, 1956 — Section 488, 490, 497, 497(6)

Citation : (2018) 01 DEL CK 0234

Hon'ble Judges : Jayant Nath, J

Bench : Single Bench

Advocate : D. Bhattacharya

Final Decision : Disposed Of

Judgement

Jayant Nath, J

1. This is a petition filed under Section 497(6) of the Companies Act, 1956 (herein referred to as "the Act") on behalf of the Official Liquidator (OL), seeking voluntary winding up of M/s GUPTESHWAR TRANSPORT PRIVATE LIMITED (herein referred to as the "said company").

2. The said company was incorporated on 11.06.1997 under the name of M/s IB VALLEY TRANSPORT PRIVATE LIMITED under provisions of the Act with the Registrar of Companies (ROC), NCT of Delhi & Haryana, having its Registered Office at 257, Vasant Enclave, Rao Tula Ram Marg, Vasant Vihar, New Delhi - 110057, and bearing Corporate Identity Number U60231DL1997PTC087854 with the authorized paid-up capital of Rs.15,00,000/- (Rupees Fifteen Lac. only) divided into 15,000 equity shares of Rs. 100/- each, doing business of transportation and carriers of coal and allied materials, etc. It is pertinent to mention that on 30.08.2010 the said company changed its name from M/s IB VALLEY TRANSPORT PRIVATE LIMITED to M/s GUPTESHWAR TRANSPORT PRIVATE LIMITED.

3. Pursuant to the provision of Section 490 of the Act and other applicable provisions of the Act, the Extra Ordinary General Meeting of the Members of the

said company was held on 14.03.2015 and a special resolution was passed whereby Ms. Ankita Sachdeva, Company Secretary, having her residence at 1/5867, East Rohtash Nagar, Shahadra, New Delhi, was appointed as the Voluntary Liquidator of this company, for total remuneration of Rs. 25,000/- per month, in addition to the costs, charges and expenses for undertaking the assignment of winding up of the said company. The Voluntary Liquidator gave notice of her appointment in Form No. 151 under Rule 315 of the Companies (Court) Rules, 1959 and in Form No. 152 before the ROC. The said appointment was published in the English and Hindi newspapers "Business Standard" on 17.03.2015 and in "The Gazette of India" on 04.04.2015.

4. The Declaration of Solvency was executed in the meeting of Board of Directors held on 28.01.2015, wherein it was declared by all Directors of the said Company that they have made a full enquiry into the affairs of this Company, and having done so, they have formed the opinion that the Company has no debts and filed with the office of the ROC in Form 149 as prescribed under section 488 of the Act.

5. Pursuant to the provisions of Section 497 of the Act the Extraordinary General Meeting (Final meeting) was held on 15.02.2016 the same was published by the Voluntary Liquidator in "Financial Express" (English) and "Hari Bhoomi" (Hindi) on 01.01.2016 and also in the Official Gazette published on 13.02.2016.

6. Pursuant to the above notification, the Voluntary Liquidator then filed the accounts of the said Company in Form No. 156 & 157 prescribed under Rule 329 and 331 of the Companies (Court) Rules, 1959, for the period from 14.03.2015 to 31.12.2015 before the ROC and the OL, on 04.03.2016 and 16.02.2016 respectively.

7. That the OL has submitted No Objection Certificates dated 09.03.2016 and 05.06.2015 from the ROC and the Income Tax Department respectively, with respect to the winding-up of the said Company. Further, the Voluntary Liquidator has filed an Indemnity Bond before the OL thereby undertaking to "pay and settle all lawful claims arising in future after the winding up of the company and indemnify any person for any losses that may arise pursuant to Winding-up of the Company." Additionally, the Directors of the said Company have filed affidavits with the OL stating that as on date, the company does not have any dues towards Income Tax/Sales Tax/Central Excise/Bank, Financial Institution; any Central or State Government Department/Authorities or Local Authorities. The Voluntary Liquidator and the Ex-directors have also undertaken to indemnify any person for such losses, valid claim and liability, if, in case of any loss (es) to any person, or any valid claim and liability arising from any person after the winding up of the said company.

8. That the OL has scrutinized the records submitted by the Voluntary Liquidator, and has recorded satisfaction that necessary compliances of Section 497 and other relevant provisions of the Act and have been made, and that the affairs of the said Company have not been conducted in a manner prejudicial to the

interest of its members or to the public. The OL, in these circumstances, has sought dissolution of the said Company from the date of filing of the petition i.e. 24.10.2017.

9. In view of the foregoing and in view of the satisfaction accorded by the OL by way of present petition, the said Company is ordered to be dissolved with effect from 24.10.2017.

10. A copy of this Order be filed by the OL with the ROC within the statutory period as per the provisions of the Act.

11. The petition is accordingly disposed of.