

(2019) 01 DEL CK 0522

In the Delhi High Court

Case No : Company Petition No. 2 Of 2019

In The Matter Of Omjee Texpab Private Limited (In Members' Vol. Liqn.)

Date of Decision : 22-01-2019

Acts Referred:

Companies Act, 1956 — Section 484(1), 488, 490(1)(a), 493, 497, 497(3), 497(6)
Companies (Court) Rules, 1959 — Section 313, 331, 329

Citation : (2019) 01 DEL CK 0522

Hon'ble Judges : Jayant Nath, J

Bench : Single Bench

Advocate : Sangeeta Chandra

Final Decision : Allowed

Judgement

Jayant Nath, J

1. This petition is filed under Section 497(6) of The Companies Act, 1956 (herein referred to as "the Act") by the Official Liquidator (OL), seeking voluntary winding up of the Company OMJEE TEXFAB PRIVATE LIMITED (in members Voluntary Liquidation).

2. The petitioner Company OMJEE TEXFAB PRIVATE LIMITED (hereinafter referred to as the Company (in Vol. Liqn.)) was incorporated under the provisions of the Act on 08.07.2009 having Corporate Identity Number U17290DL2009PTC192042 with the Registrar of Companies (ROC), NCT of Delhi & Haryana. The registered office of the Company (in Vol. Liqn.) is situated at 710, Church Mission Road, Fatehpuri, Delhi - 110006.

3. In a Board Meeting held on 10.03.2015, The Declaration of Solvency in Form No. 149 of the Companies (Court) Rules, 1959 along with the audited Statement of Assets & Liabilities as on 28.02.2015 was placed and the same has been filed with the ROC on 19.03.2015 in pursuance to the provisions of Section 488 of the Act read with Rule 313 of the Companies (Court), Rules, 1959. The said documents are on record.

4. Pursuant to the provisions of Section 484(1) and other applicable provisions of

the 'Act', an Extra-ordinary General Meeting (EGM) of the Company was held on 25.04.2015 at the registered office of the Company. And a special resolution for voluntary winding up of the Company under Section 490(1)(a) was passed whereby, Shri Amit Bansal, CA from Amit Rajender Bansal & Co., Chartered Accountants, having his office at 2142/A, Mandi Extn. Bawana Road, Narela, Delhi-110040 was appointed as the Voluntary Liquidator of the Company at a remuneration of Rs.10,000/-. In this regard Form MGT-14 has been filed with the ROC on 02.05.2015 in terms of provisions of Section 493 of the Act and the relevant documents are on record.

5. On 27.04.2015, the citation for members voluntary winding up was published in the newspaper namely 'Veer Arjun' (New Delhi edition). And on 16.05.2015 the citation and the notice by voluntary liquidator of his appointment was published in the 'The Gazette of India'. And was filed with the ROC, NCT of Delhi in Form No. 152 as an attachment to Form GNL-2 on 28.04.2015.

6. The Voluntary Liquidator, in his statement of accounts in Form No. 156 has stated that the affairs of the Company were fully wound up on 30.09.2015. However, it is pertinent to mention here that although, the Statement has been prepared beyond the period of 3 months (as declared by the Ex-Management in the Declaration of Solvency i.e. Form No. 149), the Voluntary Liquidator has stated on affidavit that all the debts were paid by the Company (in Vol. Liqn.) on or before 24.06.2015 in due diligence and it was due to unavoidable circumstances that the final meeting was held on 01.10.2015. Further, the Voluntary Liquidator has submitted the no dues outstanding ledger received from the creditor.

7. A No Dues certificate dated 04.10.2018 has also been received from the Voluntary Liquidator declaring that there are no outstanding dues against the Company.

8. Further, pursuant to the provisions of Section 497 of the 'Act' read with Rule 329, the Voluntary Liquidator has published the notice for final general meeting in Form No. 155 in the newspapers 'Deccan Herald'(English) on 22.06.2015 and 'Veer Arjun'(Hindi) on 24.06.2015. And in 'The Gazette of India' on 18.07.2015.

9. The Final General Meeting was convened and held on 01.10.2015 and the return for final winding up was filed in Form No. 157 as prescribed under Section 497(3) read with Rule 331 with the Registrar of Companies, NCT of Delhi & Haryana, New Delhi on 08.12.2015.

10. All the eight contributories of the Company (in Vol. Liqn.) have filed the indemnity bond dated 15.07.2016 with the Office of OL undertaking to indemnify in writing:

a. to pay and settle all lawful claims arising in future after the dissolution of the Company;

b. to indemnify any person for any losses that may arise pursuant to dissolution

of the Company;

c. to settle all lawful claims and liabilities which have not come to their notice upto this stage, even after the dissolution of the Company.

11. No objection certificate has been received by the Office of OL from the ROC on 11.04.2018. And a No Objection certificate dated 12.04.2017 from the Office of the Income Tax Department, New Delhi stating that no demand and refund is pending as on date in the case of the Company (in Vol. Liqn.).

12. The OL has scrutinized the records submitted by the Voluntary Liquidator and has recorded satisfaction that necessary compliances of Section 497 of the Companies Act, 1956 and the other relevant provisions of the Act have been made and that the affairs of the Company have not been conducted in any manner prejudicial to the interest of its members or to the public.

13. In view of the foregoing and the satisfaction accorded by the OL. I may note that nothing is seen to be prejudicial to the shareholders or the public interest. Accordingly, this petition is allowed. The Company, OMJEE TEXTFAB PRIVATE LIMITED, stands dissolved from the date of filing this petition.

14. The Voluntary Liquidator and the OL may intimate the concerned ROC about this order for necessary compliance, within a period of 30 days hereof.