

(2021) 04 DEL CK 0222
In the Delhi High Court
Case No : Company Petition No. 18 Of 2021
Trosifol India Private Limited Vs

Date of Decision : 20-04-2021

Acts Referred:

Companies (Court) Rules, 1959 — Rule 329
Companies Act, 1956 — Section 484(1), 485, 497, 497(6)

Citation : (2021) 04 DEL CK 0222

Hon'ble Judges : C. Hari Shankar, J

Bench : Single Bench

Advocate : Ruchi Sindhwani, Megha Bharara

Final Decision : Disposed Of

Judgement

C. Hari Shankar, J

1. This petition is filed under section 497(6) of the Companies Act, 1956 (hereinafter referred to as "the Act") by the Official Liquidator (OL), seeking dissolution of the Company, Trosifol India Private Limited (in members voluntary liquidation).

2. The said Company was incorporated under the provisions of the Companies Act, 1956 with the name "H.T. India Private Limited" with Registrar of Companies, NCT of Delhi & Haryana at Delhi on 29th January, 1998, (Twenty Ninth Day of January Nineteen Hundred and Ninety Eight) vide CIN No. U25201DL19987PTC091963 and the Company changed its name on 4th July, 2005 from "H.T. India Private Limited" to "Trosifol India Private Limited". The Authorized capital of the Company is Rs. 1,50,00,000 (Rupees One Crore Fifty Lacs only) divided into 15,00,000 (Fifteen Lacs) equity share of Rs. 10/- (Rupees Ten) each. The Paid-up Capital of the Company as per the Master Data available on the portal of MCA21 is Rs. 1,49,30,740/-(Rupees One Crore Forty Nine Lacs Thirty Thousand and Seven Hundred and Forty only).

3. The registered office of the company is situated within the territory of NCT of Delhi at B-26, IInd Floor, Lajpat Nagar-III, New Delhi - 110024.

4. The first promoters at the time of incorporation were Mr. Arun Sharma & Mr. Romesh Kumar Sharma.
5. At the time of Members Voluntary Winding up of the petitioner company, there were two shareholders. The directors at the time of Members Voluntary Winding-up were Mr. Alok Behari Mathur & Mr. Arun Sharma. The financial position of the company as disclosed in the audited balance sheets ending as on 31st March, 2011 and 31st March, 2012 are also annexed to the petition.
6. The prescribed Form No. 149 for Declaration of Solvency was filed with the Registrar of Companies on 20th April, 2012 vide SRN No.B37253572.
7. Pursuant to the provisions of Section 484 (1) 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 17th May, 2012 and a special resolution was passed whereby Mr. Dinesh Kumar Singh was appointed as Voluntary Liquidator.
8. That as per the requirement of Section 485 of the Act, the Company has published a notification in newspapers namely "The Statesman" (English) and in "Rashtriya Sahara" (Hindi) on 9th June, 2012 and in "The Official Gazette" on 7th July, 2012.
9. The notice of appointment of Voluntary Liquidator in Form 152 was filed with ROC, NCT of Delhi at New Delhi on 25th May, 2012 vide SRN No.B39890322. The Voluntary Liquidator has also given notice of his appointment in Form 151 as required U/S 516 of the Companies Act, 1956 and the citations were published in "The Official Gazette" on 7th July, 2012.
10. Further, pursuant to the provisions of Section 497 of the Act, the Liquidator has also published Form No.155 in the newspapers namely 'The Hindu' (English) & "Sahara" (Hindi) on 15th February, 2013 and in Official Gazette (English & Hindi) on 9th March, 2013 for the final meeting to be held on 22nd March, 2013.
11. The General Meeting of the said company was held on 22nd March, 2013. The Voluntary Liquidator placed the Liquidators' Accounts in Form 156 as prescribed under Rule 329 of the Companies (Court) Rules, 1959 for the period from 17th May, 2012 to 15th January, 2013. The Voluntary Liquidator has filed Form 156 & Form 157 vide SRN: B71117626 with the Registrar of Companies on 25th March, 2013 and with the Official Liquidator on 10th October, 2018.
12. The Official Liquidator has received letters from the Income Tax Department and the Registrar of Companies intimating the office of the Official Liquidator that they have no objection to the dissolution of the Company.
13. The Official Liquidator is also satisfied that the necessary compliance of Section 497 and other relevant provisions of the Act have been made and the affairs of the said company have not been conducted in a manner prejudicial to the interest of its members or to the public interest and the said company may be dissolved.

14. In view of the foregoing and in view of the satisfaction accorded by the OL by way of the present petition, the said company is hereby wound up and shall be deemed to be dissolved with effect from the date of the filing of the present petition i.e. 26th March, 2021.

15. A copy of this order be filed by the Official Liquidator with the Registrar of Companies within the statutory period, as provided for in the Act.

16. The petition is accordingly disposed of.