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* **IN THE HIGH COURT OF DELHI AT NEW DELHI**

+ **CO.PET. 185/2016**

IN THE MATTER OF SCANDINAVIAN AIRLINES

SYSTEM INDIA PRIVATE LTD.(IN VOL.LIQN) Petitioner

Through: Mr. Mayank Goel, Advocate for the OL

CORAM:

HON'BLE MR. JUSTICE RAJIV SHAKDHER

ORDER

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08.03.2016

1. This is a petition filed on behalf of the Official Liquidator. The prayer made in the application is as follows :-

“..(i). The petition of the Official Liquidator may kindly be taken on record.

(ii). The company Scandinavian Airlines System India Pvt. Ltd. may kindly be ordered to be wound up and finally dissolved from the date of filing of the present petition...”

2. The broad facts and/or circumstances which have led to the filing of the petition are as follows :-

2.1 The company in issue (i.e. Scandinavian Airlines System India Private Ltd.) was incorporated on 14.07.1999.

2.2 At its Board of Directors meeting held on 04.03.2010, a resolution as passed to convene an Extraordinary General Meeting (EGM) for the purposes of passing a resolution to wind up the aforementioned company.

The record shows that the EGM was held, as a matter of fact, on the very same date. Mr. Goel says that the O.L. / petitioner has no objection to the said aspect of the matter.

2.3 Be that as it may, on 09.03.2010, E Form-62 was filed for appointment of a liquidator followed by Form 152 which was filed with the Registrar of Companies, NCT of Delhi and Haryana (in short the ROC). Consequent thereto, on 10.03.2010, notification was carried out in two newspapers [i.e. Financial Express (English) and Jansatta (Hindi)] in consonance with Section 516 of the Companies Act, 1956 qua the factum of the convening of the EGM held on 04.03.2010. On 10.04.2010, the liquidator appointed by the company also published the factum of the EGM held on 04.03.2010 in the official gazette. As a necessary corollary on 09.07.2011, notice under Section 497 in Form 155 with respect to final meeting was published in two newspapers i.e. Financial Express (English) and Jansatta (Hindi). The final meeting of the shareholders was held on 08.08.2011.

2.4 The notice referred to above, which was in Form 155, as required under Section 497 of the Act was published in the official gazette, on 06.08.2011. The statement of account for winding up was filed with the ROC, in the prescribed form (i.e. Form 156) on 10.08.2011. A return of final winding up was also filed in Form 157 with ROC on 10.08.2011, on 23.08.2011. A copy of Form 157 was filed with the office of the official liquidator. I am informed by Mr. Goel that no objection in the form of communication dated 19.03.2012, was received from the ROC.

2.5 At the EGM held on 08.09.2014, one, Mr. Mukund Anand Thakkar was appointed as liquidator of the aforementioned company.

2.6 As a result of the aforementioned decision, the appointment of Mr. Mukund Anand Thakkar as a liquidator of the aforementioned company was intimated to the ROC in the prescribed form i.e. Form GNL-2.

2.7 The resolution passed at the EGM held on 08.09.2014, with regard to appointment of Mr. Mukund Anand Thakkar as the liquidator was received by the O.L. on 16.09.2015.

3. Mr. Goel, draws my attention to the averments made in para 18 of the petition. Based on the averments made therein, Mr. Goel says that the O.L. has scrutinized the records submitted by the voluntary liquidator, Mr. Mukund Anand Thakkar, and is satisfied that necessary compliance of provisions of Section 497 and other relevant provisions of Act have been made.

3.1 Mr. Goel also submits that according to the O.L., the affairs of the aforementioned company have not been conducted in a manner prejudicial to the interest of its members, and therefore, the O.L. is of the view that the aforementioned company be deemed to have been dissolved from the date of submission of the captioned petition.

4. Having regard to the aforesaid facts and circumstances as also the submissions of Mr. Goel, the prayers made in the petition which have been extracted hereinabove are allowed.

5. The petition is disposed of, in the aforesaid terms.

RAJIV SHAKDHER, J

MARCH 08, 2016/yg