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* IN THE HIGH COURT OF DELHI AT NEW DELHI

% Reserved on: 23rd May, 2017
Pronounced on: 29th May, 2017

+ **CO.PET. No.38/2017**

IN THE MATTER OF REENA MARKETING
PVT. LTD. (IN VOL. LIQN.)

..... Petitioner

Through: Ms.Ruchi Sindhwani, and Ms.Megha Bharara, Advocates for OL.

versus

....

..... Respondent

Through: None

CORAM:
HON'BLE MR. JUSTICE YOGESH KHANNA

YOGESH KHANNA, J.

1. This is a petition under section 497(6) of the Companies Act, 1956 (hereinafter as 'the Act') by the Official Liquidator, seeking voluntary winding up of Reena Marketing Private Limited (hereinafter as 'petitioner).

2. The petitioner company was incorporated on 25.04.2005 having Corporate Identity Number U51909DL2005PTC135325, under the provisions of the Act with the Registrar of Companies, NCT of Delhi and Haryana having the authorized Share Capital of the

Company as ₹1,00,00,000/-divided into 10,00,000 equity shares of ₹10/- each.

3. The registered office of the company is situated within the territory of NCT of Delhi at N-98, Near Thaper House, Sainik Farms, South Delhi, New Delhi.

4. At the time of Members Voluntary Winding up of the petitioner company, there were three shareholders having different number of shares and two directors namely Madan Walia and Bunty Walia who were appointed with effect from 25.04.2005. The financial position of the company is disclosed in the audited balance sheets ending as on 31.03.2015, 31.03.2014, and 31.03.2013, annexed to the petition.

5. Pursuant to the provisions of Section 490 and other applicable provisions of the Act, the Extra Ordinary General Meeting of the Members of petitioner company was held on 16.02.2016 at premises of petitioner company and a special resolution was passed and Mr.Amit Aggarwal, Chartered Accountant, was appointed as the Voluntary Liquidator of the company at remuneration of ₹21,000/- (excluding out of pocket expenses and taxes). The declaration of the solvency was filed on 27.01.2016. The Voluntary Liquidator gave notice of his appointment as per rules and published the same.

6. That as per the requirement of Section 485 of the Companies Act, 1956, the company published the notification in the newspaper namely "Business Standard" – English and Hindi on 26.02.2016 and in Official Gazette of India on 19.03.2016. Further pursuant to

Section 497 of the Act, the Voluntary Liquidator published Form No.155 in the daily newspaper namely “Business Standard” – English & Hindi on 06.01.2017 and in the Government Gazette on 21.01.2017 for final Extraordinary Meeting on 10.02.2017.

7. The Extraordinary General Meeting was held on 10.02.2017. Thereafter, Voluntary Liquidator filed the accounts of the company in Form Nos.156 & 157 as prescribed under Rule 329 & 331 of the Companies (Court) Rules, 1959 for the period from 16.02.2016 to 31.12.2016 before the Registrar of Companies, NCT of Delhi & Haryana on 10.02.2017 and 13.02.2017 and before the Official Liquidator on 16.02.2017.

8. The Voluntary Liquidator submitted the No Objection Certificate dated 22.04.2016 from the Income Tax Department. Mr. Madan Walia furnished the Indemnity Bond and affidavit dated 10.08.2016 on his behalf as well as on Ms.Bunty Walia as her GPA holder undertaking ***(a)*** to pay and settle all lawful claims arising in future after the striking of the name of the company, ***(b)*** to indemnify any person for any loss that may arise pursuant to striking of the name of the company, ***(c)*** to settle all lawful claims and liabilities which have not come to their notice upto this stage, even after the name of the company has been struck off under voluntary winding up in terms of Companies Act, 1956. Mr.Amit Aggarwal, Voluntary Liquidator also filed similar Indemnity Bond and affidavit dated 07.03.2017.

9. The Registrar of Companies NCT of Delhi & Haryana had informed that company has filed Form No.149, notice to Registrar of Companies for appointment of liquidator and other relevant forms and that the Registrar of Companies has no objection to dissolution of company. The Official Liquidator is also satisfied with the necessary compliance of Section 497 and other relevant provisions of Company Act have been made and the affairs of the company have not been conducted in a manner prejudicial to the interest of its members or to the public interest and the company may be dissolved.

10. In view of the foregoing and in view of the satisfaction accorded by the Official Liquidator by way of the present petition, the petitioner 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., 31.03.2017.

11. 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.

12. The petition is accordingly disposed of.

YOGESH KHANNA, J

MAY 29, 2017
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