

\$~CP-44

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

% ***Date of decision:* 20.04.2018**

+ CO.PET. 10/2018

IN THE MATTER OF SPREADING HAPPINESS FOUNDATION
(IN VOL.LIQN.)

..... Petitioner

Through Ms.Ruchi Sindhwani,
Sr.Standing Counsel with Ms.Megha
Bharara, Adv. for OL

CORAM:

HON'BLE MR. JUSTICE JAYANT NATH

JAYANT NATH, J. (ORAL)

1. This is a 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 Spreading Happiness Foundation (*herein referred to as the "said company"*).

2. The said Company was incorporated under the provisions of the Act with the name "Spreading Happiness Foundation" with Registrar of Companies (ROC), NCT of Delhi & Haryana at New Delhi on 18.09.2013 having Corporate Identity Number U7414DL2013NPL258047 with Authorized capital of Rs.1,00, 00,000 (Rupees One Crores) divided into 10, 00,000 (Ten Lakh) equity share of Rs.10/- (Rupees Ten) each.

3. The registered office of the said company is situated within the territory of NCT of Delhi at C-56, Mayapuri Industrial Area, Phase II, New Delhi-110064.

4. The first promoters at the time of incorporation were Schneider Electric India Private Limited (Represented through Ms. Rajani Kesari) and Mr. Manish Pant.

5. At the time of Members Voluntary Winding up of the said company, there were three shareholders. The directors at the time of Members Voluntary Winding-up were Mr. Anil Rustagi and Mr. Sumendra Jain. The financial position of the company as disclosed in the audited balance sheets ending as on 31.03.2015 & 31.03.2016 are also annexed to the petition.
6. The Declaration of Solvency was approved and filed as prescribed Form No. 149, under section 488 of the Act for the was filed with the ROC on 09.09.2016 vide SRN No. G11038445.
7. Pursuant to the provisions of Section 490 of the Act and other applicable provisions of the Act, the Extra Ordinary General Meeting of the Members of said company was held on 12.09.2016 and a special resolution was passed whereby Mr. Sumendra Jain was appointed as the Voluntary Liquidator of the Company. In this regard Form MGT-14 was filed with the ROC on 12.09.2016.
8. That as per the requirement of Section 485 of the Act, the said Company has published a notification in newspapers namely “Financial Express” (English) and “Awam-e-Hind”(Hindi) on 16.09.2016 and in “The Official Gazette” on 08.10.2016. Further, pursuant to the provisions of Section 497 of the Act, the Voluntary Liquidator has also published Form No.155 in the newspaper namely ‘Business Standard’ (English) & Awam-e-Hind (Hindi) on 28.11.2016 and in the Official Gazette (English & Hindi) on 21.01.2017 for final meeting on 31.01.2017.
9. The Final Meeting of the said company was held on 31.01.2017 and the Voluntary Liquidator filed accounts of the said Company in Form No. 156 & 157 as prescribed under Rule 329 & 331 of the Companies (Court)

Rules, 1959 for the period from 12.09.2016 to 05.10.2016 with the OL on 06.02.2017 & before the ROC on 03.02.2017.

10. The OL has received No Dues Certificate from Income Tax Department dated 31.01.2017 and No Objection has been received from the ROC.

11. The Voluntary Liquidator and the Directors of the said Company have filed indemnity bonds dated 27.04.2017 with the OL undertaking that in case of loss to any person or any valid claim arising from any person after the winding up of the company from the ROC, they undertake to indemnify any person for such losses, valid claim and liability.

12. The OL 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.

13. 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. 13.04.2018.

14. A copy of this order be filed by the OL with the ROC within the statutory period, as per the provision of the Act.

15. The petition is accordingly disposed of.

JAYANT NATH, J.

APRIL 20, 2018/ss