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

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Date of decision: 09.10.2018

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CO.PET. No. 21/2018

IN THE MATTER OF CARREFOUR INDIA MASTER

FRANCHISE COMPANY PVT. LTD. (IN VOL.LIQN.) ..Petitioner

Through Ms. Ruchi Sindhvani, Sr. Standing
Counsel and Ms. Megha Bharara,
Advs. for OL.

CORAM:

HON'BLE MR. JUSTICE JAYANT NATH

JAYANT NATH, J. (ORAL)

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 CARREFOUR INDIA MASTER FRANCHISE COMPANY PRIVATE LIMITED (IN VOL.LIQN.) (*herein referred to as the "said company"*) from the date of filing of the present petition.

2. The said Company was incorporated under the provisions of the Act with Registrar of Companies (ROC), NCT of Delhi & Haryana at Delhi on 19.09.2007 with an authorized capital of Rs.5,00,000 (Rupees Five Lakh only) divided into 50,000 (Fifty Thousand) equity share of Rs.10/- (Rupees Ten) each. The authorized share capital was increased vide EGM dated 22.06.2014.

3. The registered office of the company is situated within the territory of NCT of Delhi at E- 22, 2nd Floor, Hauz Khas, New Delhi- 110016.

4. The first promoters at the time of incorporation were Mr.Jay Mishra and Ms.Shilpi Agarwal.
5. At the time of Members Voluntary Winding up of the said company, there were two shareholders. The directors at the time of Members Voluntary Winding-up were Mr.Jean Noel Bironneau, Mr.Jean Pierre Marcel Raymond Audebourg and Mr.Narendra Singhania. The financial position of the said company as disclosed in the audited balance sheets ending as on 31.12.2014, 31.12.2013 & 31.12.2012 are also annexed to the petition.
6. The prescribed Form No. 149 for the Declaration of Solvency was filed with the ROC on 27.10.2015 vide SRN No.C67967737.
7. Pursuant to the provisions of Section 484 of the Act and other applicable provisions of the Act, the Extra Ordinary General Meeting of the Members of said company was held on 28.10.2015 and a special resolution was passed whereby Sh.Narendra Singhania, Charter Accountant at a remuneration fixed at Rs.2,00,000/- was appointed as the Voluntary Liquidator of the said Company. In this regard Form MGT-14 was filed with the ROC.
8. That as per the requirement of Section 485 of the Act, the said Company has published a notification in newspapers namely “Business Standard” (Hindi) and “Business Standard” (English) as well as in the Official Gazette (English & Hindi) on 07.11.2015 & 21.11.2015 respectively.
9. The notice of appointment of Voluntary Liquidator in Form 152 as required under Section 493 read with Rule 315 of the Companies (Court) Rules, 1959 was filed with the ROC. The Voluntary Liquidator had also filed Form 151 with ROC for his appointment as Voluntary Liquidator.

10. Further, pursuant to the provisions of Section 497 of the Act, the Voluntary Liquidator has also published Form No.155 in the newspapers namely 'Business Standard' (English) & 'Business Standard' (Hindi) on 08.03.2018 and in Official Gazette (English & Hindi) on 17.03.2018 for the final meeting on 25.04.2018.

11. The Final Meeting of the said company was held on 25.04.2018 and the Voluntary Liquidator filed accounts of the said Company in Forms No. 156 & 157 as prescribed under Rule 329 & 331 of the Companies (Court) Rules, 1959 for the period from 28.10.2015 to 25.04.2018 with the OL on 26.04.2018 and before the ROC on 25.04.2018.

12. The OL has received No Dues Certificate from Income Tax Department and no objection has been received from the ROC.

13. The Voluntary Liquidator has filed Indemnity bond & Affidavit dated 25.04.2018 with the OL undertaking that in case any liability arises towards Income Tax/Sales Tax Departments and other Government Authorities, it will be paid by shareholders/members of the company and in the event such demand, if raised, is not met by the shareholders/Members of the said Company the same will be paid by him as the Voluntary Liquidator of the said Company.

14. 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.

15. 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. 17.09.2018.

16. A copy of this order be filed by the OL with the ROC within the statutory period, as provided for in the Act.

17. The petition is accordingly disposed of.

JAYANT NATH, J.

OCTOBER 9, 2018/SS

