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

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Date of decision: 25.11.2019

+ CO. PET. NO. 21/2019

APPLIQUE GARMENTS PRIVATE LIMITED (IN VOL.LIQN.)

..... Petitioner

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

CORAM:

HON'BLE MS. JUSTICE JYOTI SINGH

JYOTI SINGH, 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 seeking dissolution of the Company, Applique Garments Private Limited (voluntary liquidation).

2. The said Company was incorporated under the provisions of the Companies Act, 1956 with the name "Applique Garments Private Limited" with the Registrar of Companies, NCT of Delhi & Haryana at Delhi on 23.02.2004 with an authorized capital of Rs.26,00,000/- (Rupees Twenty Six Lakh only) divided into 2,60,000(Two Lakh Sixty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each.

3. The registered office of the company is situated within the territory of NCT of Delhi at 12-B Siddhartha Extension, South Delhi, New Delhi-110020.

4. The first promoters at the time of incorporation were Mr. Ashok Mathur and Mr. Amit Mathur.
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. Amit Mathur and Ms. Divya Kashyap. The financial position of the company is disclosed in the audited balance sheets ending as on 31.03.2012 & 31.03.2013 which are annexed to the petition.
6. Prescribed Form No. 149 for the Declaration of Solvency was filed with the Registrar of Companies on 23.07.2013 vide SRN No.B80003973.
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 said Company was held on 31.07.2013 and a special Resolution was passed whereby Sh. Deepak Kukereja was appointed as the Voluntary Liquidator of the Company. In this regard Form MGT-14 was filed with the Registrar of Companies.
8. That as per the requirement of Section 485 of the Act, the 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 06.08.2013 and 31.08.2013 respectively.
9. Notice of appointment of Voluntary Liquidator in Form 152 as required under Section 493 R/W Rule 315 of the Companies (Court) Rules, 1959 was filed with the Registrar of Companies. The Voluntary Liquidator had also published Form 151 of his appointment as Voluntary Liquidator.

10. Further, pursuant to the provisions of Section 497 of the Act, the Liquidator has also published Form No.155 in the newspapers namely 'Business Standard' (English) & 'Business Standard' (Hindi) on 09.02.2017 and in Official Gazette (English & Hindi) on 04.03.2017 for the final meeting to be held on 25.03.2017.

11. The Final Meeting of the said company was held on 25.03.2017 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 31/07/2013 to 02.02.2017 with the Official Liquidator on 29.03.2017 and before the Registrar of Companies on 27.03.2017.

12. The Official Liquidator has received No Dues Certificate from Income Tax Department and no objection has been received from the Registrar of Companies.

13. The Voluntary Liquidator and the Directors have filed Indemnity bond & Affidavit dated 27.07.2019 & 07.12.2017 respectively with the Official Liquidator undertaking as under:

“(a) to pay and settle all lawful claims arising out of Member’s Voluntary Winding up of the company.

(b) to indemnify any statutory / government authority for any such losses that may arise pursuant to members voluntary winding up of the company if any, in the event such demand is not met by the shareholders / members / Directors of the company.

(c) to settle all lawful claims and liabilities which have not come to my notice at this stage, even after the members voluntary winding up of the company”.

14. 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.

15. In view of the foregoing and in view of the satisfaction accorded by the Official Liquidator 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. 14.11.2019.

16. 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.

17. The petition is accordingly disposed of.

NOVEMBER 25, 2019

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JYOTI SINGH, J

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