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

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Date of Decision: 16.04.2019

+ CO.PET. 10/2019

IN THE MATTER OF CGU PROJECT SERVICES PRIVATE
LIMITED

.....Petitioner

Through Ms. RuchiSindhwani, Sr.
Standing Counsel and Ms. Megha Bharara,
Advocates 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 dissolution of the Company CGU PROJECT SERVICE PVT. LTD (in members voluntary liquidation) (*herein referred to as the "said company"*).
2. The said Company was incorporated under the provisions of the Act on 30.05.2000 with the Registrar of Companies, NCT of Delhi & Haryana, New Delhi (ROC) having name 'HT-CGU Project Services Private Limited' having Corporate Identity Number U74140DL2000PTC105972 with the authorized share capital of the said company is Rs.35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lacs) equity shares of Rs.10/- (Rupees Ten) each.
3. The registered office of the said company is situated within the territory of NCT of Delhi at 2nd Floor, Prakash Deep Building, 7 Tolstoy Marg, New Delhi-110001.

4. The first promoters at the time of incorporation were Mr. Virender Kumar Charoria and Mr. Akash Gupta.
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 Kumar Sahgal and Mr. Ramachandran Tindivanam Rajagopalam. The financial position of the said company as disclosed in the audited balance sheets ending as on 31.10.2009 and 31.03.2008 are also annexed to the petition.
6. The prescribed Form No. 149 for the Declaration of Solvency was filed with the ROC vide SRN No. A75368407 dated 26.12.2009.
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 28.12.2009 and a special resolution was passed whereby Sh. Anant Kumar Jha was appointed as the Voluntary Liquidator of the said Company. Subsequently, Sh. Anant Kumar Jha, Voluntary Liquidator resigned from his services on 25.03.2015 and therefore, vide Extra Ordinary General Meeting dated 08.07.2016, Sh. Saurabh Srivastava was appointed as the Voluntary Liquidator of the said Company.
8. That as per the requirement of Section 485 of the Act, the Company has published a notification in the newspapers namely "Business Standard" in English and Hindi on 14.07.2016 and in "The Official Gazette of India" on 06.08.2016.
9. The notice of appointment of Voluntary Liquidator in Form 152 as required under Section 516 of the Act read with Rule 315 of the Companies

(Court) Rules, 1959 was filed with the ROC. The notice for appointment of Voluntary Liquidator had also published in Form 151.

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” in English & Hindi on 06.12.2017 and in the Govt. Gazette on 30.12.2017 for convening the final meeting to be held on 09.02.2018.

11. The Final Meeting of the said company was held on 09.02.2018 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 28.12.2009 to 31.10.2017 before the OL and the ROC, on 14.02.2018 & 15.02.2018.

12. The Voluntary Liquidator has furnished Indemnity bond & Affidavit dated 15.02.2018 with the OL undertaking *“that there are no outstanding dues to any Government Department against said company, if any demand in future arises of the Company, then Voluntary Liquidator agrees to pay/indemnify for the same”*.

13. The OL has received No Dues Certificate from Income Tax Department dated 19.08.2016 and no objection has been received from the ROC.

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. 25.03.2019.

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.

APRIL 16, 2019

JAYANT NATH, J

