

\$~6 (company matter)

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

+ **CO.PET. 3/2021**

CENTRAX GAS TURBINES PRIVATE LIMITED

(IN VOL. LIQN.)

.....Petitioner

Through: **Mr. Kunal Sharma, Adv.**

Standing Counsel for the Official Liquidator

CORAM:

HON'BLE MR. JUSTICE C. HARI SHANKAR

ORDER (ORAL)

% **03.03.2021**

1. This is a company petition, preferred under Section 497 (6) of the Companies Act, 1956. The prayer made in the petition is that the subject company, i.e. Centrax Gas Turbines Private Limited, be dissolved from the date of the filing of the instant petition, i.e. 20.01.2021.

2. The record shows that the subject Company was incorporated on 23.08.2010, with the Registrar of Companies, NCT of Delhi and Haryana. The Corporate Identity Number of the Company is U29292DL2010PTC20745. The registered office of the subject Company is stated to be situated within the territory of the NCT of Delhi, at F Block, Ground Floor, The Mira Corporate Suites 1 & 2, Old Ishwar Nagar, Mathura Road, New Delhi.

3. The authorised share capital of the company is ₹ 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakh) Equity shares of ₹ 10/- (Rupees Ten) each. The record shows that the paid-up

Share capital of the Company is ₹ 11,00,000/- (Rupees Eleven Lakhs only) divided into 1,10,000 (One Lakh Ten Thousand) Equity shares of ₹ 10/- (Rupees Ten only) each fully paid up. As per the records, Centrax Power Projects (Holdings) Limited holds 10 shares and Turbine Holdings Netherlands 2 B.V holds the balance 1,09,990 shares.

4. The directors of the Company in issue, as on the date of passing the resolution of voluntary winding up, were Sunil Chadha, Peter Robinson and Himanshu Shekhar Sinha.

5. The Board of Directors of the Company, in their meeting held on 21.11.2016, executed and approved a declaration of solvency under Section 488 of the Companies Act, 1956, which stated that after having made a full inquiry into the affairs of the company, an opinion had been formed by the board of directors that that the company would be able to pay its debts in full, within a period of 1 year from the commencement of winding up. The declaration of solvency was accompanied with a statement of the company's assets and liabilities as on 15.11.2016, being the latest practicable date before making of their declaration. The said declaration was filed with the Registrar of Companies, NCT of Delhi & Haryana, New Delhi, in Form 149, as prescribed under Rule 313 of the Companies (Court) Rules, 1959 and Section 488 of the Companies Act, 1956, on 03.12.2016.

6. An extra-ordinary general meeting of the members of the Company was held on 20.12.2016, at the registered office of the Company, where a special resolution for the voluntary liquidation of

the company was passed and one Mr. Nitin Chaudhary was appointed as the Voluntary Liquidator of the Company.

7. The notification of the appointment of the Voluntary Liquidator, as required under Section 516 of the Companies Act, 1956, read with Rule 315 of the Companies (Court) Rules, 1959 in Form 151, was published in the Official Gazette on 14.01.2017 and in the newspaper "Financial Express"(English edition) and "Hari Bhoomi" (Hindi edition) on 26.12.2016. Further, the Voluntary Liquidator had filed notice of his appointment, in Form 152, with the Registrar of Companies, on 23.12.2016.

8. The Voluntary Liquidator, as required under Section 497 of the Companies Act, 1956, read with Rule 329, published the notification, in Form 155, regarding the holding of the final general meeting, on 20.08.2019 in the newspapers, "Financial Express"(English edition) and "Hari Bhoomi" (Hindi edition) on 07.07.2019 and in the Official Gazette on 20.07.2019.

9. The final extraordinary general meeting of the Company was held on 20.08.2019.

10. The Voluntary Liquidator has filed accounts of the Company in Form 156 and 157, as prescribed under Rule 329 and 331 of the Companies (Court) Rules, 1959, for the period from 20.12.2016 to 20.06.2019 before the Registrar of Companies, NCT of Delhi and Haryana, on 24.08.2019 and 26.08.2019. As per the statement of

accounts of the winding up process, a total of ₹ 20,69,174/- was recovered during the winding up process. A sum of ₹ 40,773/- was expended towards cost of publication of notices, ₹ 2,85,950/- towards legal charges, ₹ 7,54,783/- towards incidental outlays and a sum of ₹ 9,87,668/- was paid to the contributories.

11. The winding up of the company was carried out for more than one year, and therefore, in compliance of the provisions of Section 496 of the Companies Act, 1956, the Voluntary Liquidator held a general meeting of the company and filed Form 153 and Form 154, with the Registrar of Companies, from the year 2016 onwards.

12. The Voluntary Liquidator has filed a No Dues certificate, dated 07.11.2019, stating that there were no outstanding statutory dues against the company and that no bank accounts existed in the name of the company.

13. The Voluntary Liquidator has further furnished before the Official Liquidator, a No Dues certificate, dated 27.01.2017, from the Income Tax Department, certifying that there was no demand outstanding against the subject Company.

14. The Registrar of Companies has provided a letter, dated 13.12.2019, stating that the necessary documents and forms have been filed by the Company and that it has no objection to the dissolution of the subject Company.

15. The Voluntary Liquidator has further submitted to the Official Liquidator, an indemnity bond, dated 07.11.2019, undertaking to pay and settle all lawful claims arising in future after the winding up of the Company and to indemnify any person for any losses and to settle all lawful claims and liabilities which had not come to their knowledge at that stage.

16. The Official Liquidator has further submitted that the affairs of the Company have been conducted in a manner, not prejudicial to the interest of the members, and is thus of the opinion that the Company may be dissolved with effect from the date of the filing of the petition.

17. Thus, having regard to the aforesaid facts and circumstances and the record of the case, the prayer made in the petition is allowed and the Company is wound up and shall be deemed to be dissolved with effect from the date of the filing of the present petition, i.e. 20.01.2021.

18. Copy of the order be filed by the Official Liquidator with the Registrar of Companies within the statutory period as per the Companies Act, 1956.

19. The petition is disposed of in the aforesaid terms.

C. HARI SHANKAR, J.

MARCH 3, 2021