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

+ **CO.PET. 21/2020**

IN THE MATTER OF:

ARA HOSPITALITY PRIVATE LIMITED

.....Petitioner

Through: Ms. Ruchi Sindhwani, Sr. Standing
Counsel with Ms. Megha Bharara, Advocate for
Official Liquidator

CORAM:

HON'BLE MR. JUSTICE C. HARI SHANKAR

ORDER (ORAL)

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08.02.2021

1. This petition is filed under section 497(6) of the Companies Act, 1956 (hereinafter referred to as "the Act") by the Official Liquidator (OL), seeking dissolution of the Company ARA Hospitality Private Limited (in members voluntary liquidation).

2. The said Company was incorporated under the provisions of the Companies Act, 1956 with the name "ARA Hospitality Pvt. Ltd." with Registrar of Companies, NCT of Delhi & Haryana on 25th June, 2004 (Twenty Fifth Day of June Two Thousand Four) with an authorized capital of ₹15,00,00,000 (Rupees fifteen Crores only). The Paid-up Capital of the Company as per the Master Data available on the portal of MCA21 is ₹11,53,78,000/- (Rupees Eleven Crores Fifty Three Lacs & Seventy Eight Thousand only).

3. The registered office of the company is situated within the territory of NCT of Delhi at Central Wing, Ground Floor, Thapar House, 124, Janpath, New Delhi-110001.

4. The first promoters at the time of incorporation were Mr. Rahul Bhatia, Mr. Arun Khanna & Mr. Anil Chanana.

5. At the time of Members Voluntary Winding up of the petitioner company, there were five equity shareholders. The directors at the time of Members Voluntary Winding-up were Mr. Arun Khanna, Mr. Anil Parashar & Mr. Anil Chanana. The financial position of the company as disclosed in the audited balance sheets ending as on 31st March, 2013 and 31st March, 2012 are also annexed to the petition.

6. The prescribed Form No. 149 for the Declaration of Solvency was filed with the Registrar of Companies on 7th June, 2013 vide SRN No. B76621044.

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 the said company was held on 10th June, 2013 and a special resolution was passed whereby Mr. Manoj Jagdish Malhotra was appointed as the Voluntary Liquidator on 10th June, 2013. After his resignation on 3rd September, 2014, Sh. Mukund Anand Thakkar was appointed as the Liquidator on 3rd September, 2014 and he resigned on 28th November, 2016. Thereafter, a Special Resolution was passed by the company on 21st December, 2016 and Mr. Arun Kapur was appointed as the Voluntary

Liquidator of the company. After all the liquidation proceedings were conducted by Mr. Arun Kapur, however he also resigned on 11th September, 2019 and Mr. Shailendra Gupta was appointed as the Voluntary Liquidator vide resolution dated 4th October, 2019 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 “The Financial Express” in English and “Jansatta” in Hindi on 11th June, 2013 and in “The Gazette of India” on 14th September, 2013.

9. The 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 Liquidators Mr. Arun Kapoor and Mr. Shailender Gupta had also published Form 151 of their respective appointments 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 “Financial Express” in English & “Jansatta” in Hindi on 18th February, 2017 and in The Gazette of India on 11th March, 2017 for the final meeting to be held on 23rd March, 2017.

11. The Final Meeting of the said company was held on 23rd March, 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 1st November,

2016 to 15th February, 2017 before the Registrar of Companies, NCT of Delhi & Haryana, New Delhi on 29th March, 2017 and with the Official Liquidator on 30th March, 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 Mr. Arun Kapur & Director Sh. Anil Parashar have filed Indemnity bonds & Affidavits dated 11th December, 2017 undertaking that *“the company has no outstanding demand or claim or liability from Income Tax/ Sales Tax Departments & other Government Authorities on account of the operation of the company. That notwithstanding the above, if any demand is raised by the said Departments or other Govt. Authorities, the same will be paid by the Shareholders/members of the company. That in event of any such demand, if raised is not met by the shareholders/Members of the company; the same will be paid by me as the Director 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. 15th December, 2020.

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.

FEBRUARY 8, 2021

C. HARI SHANKAR, J.

