

\$~2 (company matter)

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

+ CO.PET. 6/2021

ENERGIZER INDIA PRIVATE LIMITED (IN VOL.LIQN.)

..... Petitioner

Through

versus

...

..... Respondent

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

CORAM:

HON'BLE MR. JUSTICE C. HARI SHANKAR

ORDER (ORAL)

% **16.03.2021**

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 Energizer India Private Limited (in members voluntary liquidation).

2. The said Company was incorporated under the provisions of the Companies Act, 1956 with the name "ENERGIZER INDIA PRIVATE LIMITED" with Registrar of Companies, NCT of Delhi & Haryana at Delhi on 5th May, 1995, vide CIN No. U31109DL1995PTC119680 with an authorized capital of ₹ 41,35,00,000 (Rupees Forty One Crores Thirty Five Lacs only) divided into 4,13,50,000 (Four Crores Thirteen Lacs and Fifty Thousand only) equity share of ₹ 10/- (Rupees Ten) each. The Paid-up Capital of the

Company as per the Master Data available on the portal of MCA21 is ₹ 33,78,18,000/- (Rupees Thirty Three Crores Seventy Eight Lacs and Eighteen Thousand only).

3. The registered office of the company is situated within the territory of NCT of Delhi at S-405 (LGF), Greater Kailash-II, New Delhi – 110048.

4. The first promoters at the time of incorporation were Mr. Brij Mohan Khaitan & Mr. Colathur Pathangi Raman.

5. At the time of Members Voluntary Winding up of the petitioner company, there were two equity shareholders. The directors at the time of Members Voluntary Winding-up were Lassina Coulibaly & Lai Hing Sandra Li. The financial position of the company as disclosed in the audited balance sheets ending as on 30th September, 2013 & 31st December, 2013 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 31st December 2013 *vide* SRN No. B92680271.

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 16th December, 2013 and a special resolution was passed whereby Mrs. Kiran Sharma was appointed as the Voluntary Liquidator. The

necessary form as well as minutes of the meeting dated 16th December, 2013 was filed by the Company with the ROC.

8. That as per the requirement of Section 485 of the Act, the Company has published a notification in newspapers namely “Business Standard” (English) and (Hindi) on 25th December, 2013 respectively and in “The Official Gazette” on 18th January, 2014.

9. The notice of appointment of Voluntary Liquidator in Form 152 was filed with the Registrar of Companies by the 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 & Hindi) on 8th January, 2014 and in “The Official Gazette” on 1st February, 2014 for the final meeting to be held on 5th February, 2014.

11. The Final Meeting of the said company was held on 5th February, 2014. The Voluntary Liquidator filed Form No. 156 *vide* SRN B95773248& Form 157 *vide* SRN B95773750 as prescribed under Rule 329 & 331 of the Companies Court Rules, 1959, for the period 16th December, 2013 to 5th February, 2014, with the Registrar of Companies, NCT of Delhi & Haryana on 10th February, 2014 and with the Official Liquidator on 28th January, 2015.

12. The Official Liquidator has received No Dues Certificate from Income Tax Department and Registrar of Companies has also

intimated the office of the Official Liquidator that they have no objection to the dissolution of the Company.

13. The Voluntary Liquidator namely Mrs. Kiran Sharma has filed Affidavit and Indemnity bond dated 20th August, 2015 undertaking *“That in view of the facts stated in Paras 1 to 6 above, I do hereby undertake to Indemnify and keep indemnified all claimants, creditors or persons against their Claims, losses, dues and outstanding which has not come to my Notice up to the stage and may arise in future after the winding up of the affairs 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 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. 26th February, 2021.

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.

C. HARI SHANKAR, J.

MARCH 16, 2021

dsn

