$~10 (Company Side)

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

\+ CO.PET. 11/2021

TES INDIA 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

O R D E R (ORAL)

% **22.03.2021**

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. TES India Private Limited, be dissolved from the date of the filing of the instant petition, i.e. 16th March,2021.

2. The record shows that the subject Company was incorporated on 29th May, 2013, with the Registrar of Companies, NCT of Delhi and Haryana. The Corporate Identity Number of the Company is U80900DL2013FTC253117. The registered office of the subject Company is stated to be situated within the territory of the NCT of Delhi, at Level 4, Rectangle 1, D-4, Commercial Complex, Saket, New Delhi - 110017.

3. The authorised share capital of the company is Rs.10,00,000/- (Rupees Ten Lakhs Only) divided into 1,00,000 (One Lakh) Equity shares of Rs. 10/- (Rupees Ten) each. The record shows that shares of the company were never allotted and that share subscription money was not received from the subscribers. As per the records, TSL Education Limited had subscribed for 49,995 shares and TSL Education Acquisition Limited had subscribed for 5 shares.

4. The directors of the Company in issue, as on the date of passing the resolution of voluntary winding up, were Mr. Matthew O'Sullivan and Mr. Aloke Surana.

5. The Board of Directors of the Company, in their meeting held on 15^{th} April, 2015, executed and approved a declaration of solvency under Section 488, 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 the company had no debts. The declaration of solvency was accompanied with a statement of the company's assets and liabilities as on 14^{th} April, 2015, 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 27^{th} May, 2015.

6. An extra-ordinary general meeting of the members of the Company was held on 06^{th} May, 2015, at the registered office of the Company, where a special resolution for the voluntary liquidation of the company was passed and one Ms. Nikita Kothari 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 No. 151, was published in the Official Gazette on 29th August, 2015 and in the newspaper "Business Standard"(English edition and Hindi edition) on 06th August, 2015. Further, the Voluntary Liquidator had filed notice of his appointment, in Form 152, with the Registrar of Companies, on 16th September, 2015.

8. The Voluntary Liquidator, as required under Section 497 of the Companies Act, 1956, read with Rule 329, published the notification, in Form No. 155, regarding the holding of the final general meeting, on 30th November, 2015. in the newspapers, "Business Standard"(English edition and Hindi edition) on 23rd September, 2015 and in the Official Gazette on 31st October, 2015.

9. The final extraordinary general meeting of the Company was held on 30th November, 2015.

10. The Voluntary Liquidator has filed accounts of the Company in Form No. 156 and 157, as prescribed under Rule 329 and 331 of the Companies (Court) Rules, 1959, for the period from 06th May, 2015 to 20th September, 2015 before the Registrar of Companies, NCT Of Delhi and Haryana, on 30th January, 2016. As per the statement of accounts of the winding up process, as the Company did not commence its business, no sums were realized and the Company did not have any debts.

11. The Voluntary Liquidator has filed a no dues certificate, dated 22nd January, 2016, stating that there were no outstanding statutory dues against the company and that no bank accounts existed in the name of the company.

12. The Voluntary Liquidator has stated before the Official Liquidator, that as no business was commenced by the Company, therefore no income tax returns were filed and there were no dues towards income tax.

13. The Registrar of Companies has provided a letter, dated 05th February, 2016, 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.

14. The Voluntary Liquidator has further submitted to the Official Liquidator, an indemnity bond, dated 22nd January, 2016, undertaking to pay and settle all lawful claims arising up to a period of five years after the winding up of the Company and also to indemnify any person for any losses and to settle all lawful claims and liabilities in relation to the said company for a period of five years.

15. 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.

16. 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. 16th March, 2021.

17. 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.

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

C.HARI SHANKAR, J

MARCH 22, 2021
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