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\* **IN THE HIGH COURT OF DELHI AT NEW DELHI**  
+ **CO.PET. 5/2024**

**CHARMAINE PRIVATE LIMITED (IN VOL.LIQN.)** .....Petitioner

Through: Ms.Isha Khanna, Standing counsel  
for the OL

versus

.....Respondent

Through:

**CORAM:**  
**HON'BLE MR. JUSTICE CHANDRA DHARI SINGH**

**ORDER**  
**09.08.2024**

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1. The instant petition under Section 497(6) of the Companies Act, 1956 has been filed on behalf of the Official Liquidator of the petitioner-Company (in voluntary liquidation) namely M/s Charmaine Private Limited under members' voluntary winding up (hereinafter "Company") seeking the following reliefs:-

*"i. The petition of the Official Liquidator may kindly be taken on record.*

*ii. The company Charmaine Private Limited may kindly be ordered to be wound up and finally dissolved from the date of filing the present petition.*

*iii. Pass such other order / orders as may deem fit & proper in the facts and circumstances of the case."*

2. Learned standing counsel appearing on behalf of the Official Liquidator (hereinafter "OL") submitted that as per the record of the Registrar of Companies, NCT of Delhi, the registered office of the company is situated at A-69, Okhla Industrial Area –II, New Delhi -110020. It is



submitted that at the time of passing of the resolution of voluntary winding up, the directors of the aforesaid Company were Mr. Vijay Mehra, Mr. Devinder Nath Rajpal and Mr. Abhishek Mehra. It is further submitted that it has been brought forth that at the time of the member's voluntary winding up of the Company, there were six shareholders. The audited balance sheets of the Company (in member's voluntary liquidation) ending as on 31<sup>st</sup> March, 2012 and 31<sup>st</sup> March, 2011, disclosing the financial position of the company have also been placed on record.

3. It is submitted that the necessary compliance with the various provisions of the Companies Act, 1956 encapsulated in Chapter IV of the said Act and other compliances relating to the voluntary winding up of companies, have been duly carried out, and therefore, the company (in member's voluntary liquidation) may be finally dissolved.

4. It is submitted that with regards to the aforesaid, the prescribed Form No. 149 for Declaration of Solvency was filed with the Registrar of Companies on 23<sup>rd</sup> March, 2012 vide SRN No. B35220458.

5. It is submitted that pursuant to the provisions of Section 484 (1) of the Companies Act, 1956, the Extra-ordinary General Meeting of the members of the Company (in member's voluntary liquidation) was held on 24<sup>th</sup> March, 2012 and a Special Resolution was passed to the effect that the Company be wound up voluntarily. In furtherance of the same, Sh. Vijay Mehra was appointed as the Voluntary Liquidator on 24<sup>th</sup> March, 2012. Moreover, the necessary forms as well as minutes of the meeting were filed with the Registrar of Companies. It is further submitted that as per the mandate of the provisions of Section 485 of the Companies Act, 1956, the Company published the resolution for voluntary winding up in the



newspapers as well as in “The Official Gazette”.

6. It is submitted that the notice of appointment of Voluntary Liquidator in Form 152 as required under Section 493 read with Section 516 of the Companies Act, 1956 and Rule 315 of the Companies (Court) Rules, 1959, was filed with the Registrar of Companies on 2<sup>nd</sup> April, 2012 vide SRN B35376935. In addition to this, notice of appointment of the Voluntary Liquidator - Mr.Vijay Mehra in Form 151, as required under Section 516 of the Companies Act, 1956 read with Rule 315 of the Companies (Court) Rules, 1959, was published in the newspapers namely “Business Standard” (English & Hindi) on 14<sup>th</sup> October, 2016 and on 5<sup>th</sup> November, 2016 in “The Official Gazette”. It is further submitted that pursuant to the provisions of Section 497 (1) of the Companies Act, 1956 the Liquidator has also published Form No.155 in the newspapers namely “Financial Express” (English) & “Jansatta” (Hindi) on 30<sup>th</sup> March, 2024 and in “The Official Gazette” (English and Hindi) on 13<sup>th</sup> April, 2024, thereby, giving notice for the final meeting pursuant to winding up of the Company, which was held on 21<sup>st</sup> March, 2022.

7. It is submitted that the final meeting of the Company was held on 21<sup>st</sup> March, 2022. The Voluntary Liquidator placed the Liquidators' Accounts in Form 156 as prescribed under Rule 329 of the Companies (Court) Rules, 1959 for the period from 25<sup>th</sup> March, 2012 to 26<sup>th</sup> March, 2022. The Voluntary Liquidator has filed Form 156 & Form 157 with the Registrar of Companies, NCT of Delhi & Haryana and with the Official Liquidator on 7<sup>th</sup> May, 2024 and 8<sup>th</sup> May, 2024.

8. It is also submitted that the Shareholders of the Company & Voluntary Liquidator, have filed an Indemnity Bond dated 1<sup>st</sup> July, 2022 &



17<sup>th</sup> June, 2022 respectively, declaring that " *“if any dues, claims or demand arises or are found against the company of whatsoever nature, arising directly or indirectly, whether by way of any legal proceedings or otherwise which may be brought against the company by any person or government authorities/agencies which the company shall be lawfully bound to pay to any government authorities or any person, then same shall be payable and paid by shareholders of the above mentioned company”*.

9. It is submitted that the OL is satisfied that the necessary compliance of Section 497 and other relevant provisions of the Companies Act, 1956 have been made and the affairs of the 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.

10. Heard the learned standing counsel appearing on behalf of the OL and perused the material available on record.

11. In view of the foregoing facts and circumstances, and in view of the satisfaction accorded by the OL by way of the present petition, M/s Charmaine Private Limited is hereby wound up and shall be deemed to be dissolved with effect from the date of the filing of the present petition.

12. 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 Companies Act, 1956.

13. The petition is accordingly disposed of along with the pending applications, if any.

**CHANDRA DHARI SINGH, J**

**AUGUST 9, 2024**

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[Click here to check corrigendum, if any](#)