IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, COURT NO. I
KOLKATA

Company Petition No. 187/KB/2025

A petition under section 271 and 272 of the Companies Act, 2013

IN THE MATTER OF:
Governor of West Bengal, through the Additional Chief Secretary, Micro, Small & Medium Enterprises & Textiles Department, Government of West Bengal, Shilpa Sadan, 7th Floor, 4 Abanindranath Tagore Sarani, (Camac Street), Kolkata-700016, West Bengal, India.

... Petitioner

Versus

West Bengal State Leather Industries Development Corporation Limited, a State Government Company within the meaning of the Companies Act, 2013, having CIN-U19116WB1976PLC030451 and having its Registered Office at Kasba Industrial Estate, Phase- III, Multi Stariel Building, 3rd Floor, Kolkata-700107, India

... Respondent.

Date of Pronouncement: 18.08.2026.

Coram:
SMT. BIDISHA BANERJEE, MEMBER (JUDICIAL)
MS. REKHA KANTILAL SHAH, MEMBER (TECHNICAL)

Appearance:

Ms. Meenakshi Manot, Adv	] For the Petitioner
Mr. Rantu Kumar Das, PCS	]
Mr. Ankit Chaurasia, Adv.	] For the Respondent
Mr. Probhedendu Adhikari, Adv.	]

ORDER

PER BIDISHA BANERJEE, MEMBER (JUDICIAL):

1. The instant Petition has been filed by The Governor of West Bengal, through the Additional Chief Secretary, Micro, Small & Medium Enterprises & Textiles Department, Government of West Bengal, Shilpa Sadan, 7th Floor, 4 Abanindranath Tagore Sarani, (Camac Street), Kolkata-700016, West Bengal, India to initiate winding up proceedings under sections 271 and 272 of the Companies Act, 2013 against West Bengal State Leather Industries Development Corporation Limited, a Government Company incorporated under the provisions of the Companies Act, 1956 and an existing company within the meaning of the Companies Act, 2013.

2. It is stated in the Petition that the Respondent Company is a wholly owned undertaking of the Government of West Bengal since the Petitioner and its nominee hold the entire share Capital of the Company. The petition has been filed by the Petitioner as a Contributory of the Company.

3. It is stated that the Respondent Company should be wound up since the Company has not been doing business since 2005-06 and revenue from the operations therein has been 'Nil', and all the permanent employees has been paid off by Early Retirement Scheme formulated by the Government of West Bengal vide their Memo No-6/SS/Cot./2006 dated 09.01.2006.

4. It is also stated that, The Govt. of West Bengal has by way of Memo No-1093-F(Y) issued by the Financial Department considered the matter of comprehensive restructuring of State PSUs/Corporation, with an objective to improve operational efficiency, optimally utilize their manpower and assets. After reviewing the status of 90 PSUs/Corporation of the State Government, it has been decided by the State of West Bengal that 46 PSUs/Corporations are to be restructured/merged (26 PSUs/ Corporations would be restructured and 20 would be merged) and the remaining 44 PSUs/Corporation will continue to remain functional. It was further decided by the Government that the Company shall be wound up.

5. It is stated that the Respondent Company has as it is ceased to administer any development projects and Schemes that were earlier being administered by the Company which is now being administered mostly by the administrative department of Micro, Small & Medium Enterprises & Textiles Department of the Government of West Bengal.

6. The Respondent Company has suffered continuous losses since the financial year 2005-06. The company does not have any fixed assets nor any permanent employees or any operations. It has become unviable to keep the company alive in the records of the Registrar of Companies, West Bengal.

7. Presently, the Government of West Bengal owns 100% of the Company and controls it through the Petitioner. The Respondent Company has five directors as will appear from the latest annual report of the Company which is annexed to the petition. There is practically no possibility of reviving the business of the Company and it is a perfect case that the Company should be wound up on just and equitable ground.

8. Presently, the Company has 5 Directors as will appear from the latest Annual Return of the Company, however all these directors are nominees of the Government of West Bengal and have been appointed as directors on the recommendation of the Hon'ble Governor of West Bengal as per the direction of the Government of West Bengal.

9. The Company has received loans from the Government of West Bengal time and again since its inception for budgetary support even till the financial year 2008-09 and the balance sheet showing Loan from Government of West Bengal is Rs. 192,495,099.95.

10. The Government of West Bengal is not keen on reviving the business and operations of the Company and this is a fit and proper case that the Company should be wound up on just and equitable grounds.

11. Hence, in the above facts and circumstances the Petitioner has approached this Hon'ble Tribunal to seek winding up of the respondent Company on the ground that it is just and equitable that the Company should be wound up. Save and except the Petitioner and the other shareholder and its nominee whose details are given in the petition, no one else is interested in the affairs of the Company.

12. The Petitioner states that grant of reliefs as prayed for hearing will not cause prejudice to anyone. This is because the Company is not doing any business and therefore, if winding up order a prayed for is not passed by this Hon'ble Tribunal, the losses, suffering and the financial burden upon the Company will increase day by day.

13. The Petitioner states that the Company has no permanent employees.

14. The Petitioner states that it has explored all other opportunities which may be viable to revive the business of the Company and to ensure that the value of the Company is not totally eroded. Hence, according to the Petitioner apart from approaching this Tribunal under the provisions of section 271 to

275 of the Companies Act, 2013, the Petitioner has no other remedy which can be pursued.

15. It is submitted that unless orders passed as prayed for herein, the interest of the Petitioner will be severely prejudiced and compromised. Accordingly, to the Petitioner it is no longer viable to allow the Company to exist and survive only for the Petitioner to do more paperwork which will prove cumbersome and expensive for it. Further, it will also prove to be contrary to the public interest and will create additional burden upon the state exchequer. According to the Petitioner, the business of the Company can no longer be revived and despite the best efforts the Petitioner has been unsuccessful in reviving the business of the Company and the Company has stopped all operations from the F.Y.-2005-06, after suffering tremendous losses. Hence, it is necessary, just, fit and proper that appropriate orders be passed as prayed for in the instant Petition including the order of winding up of the Company.

16. That the Notice along with a copy of the Petition had been duly served to the Respondent, West Bengal State Leather Industries Development Corporation Limited and the publication of notice of petition in newspaper in Form No-WIN-6 under Rule 7 of the Winding up Rules, 2020 on Saturday 30th May, 2026 in 'Business Standard' in English language and in 'Aajkal' in Bengali language.

17. At this juncture it is relevant to refer to Section 272 of the Companies Act, 2013, in which the present application is filed.

> *"272. Petition for winding up. (1) Subject to the provisions of this section, a petition to the Tribunal for the winding up of a company shall be presented by- (a) the company; (b) any creditor or creditors, including any contingent or prospective creditor or creditors; (c) any contributory or contributories; (d)all or any of the persons specified in clauses (a), (b) and (c) together; (e) the Registrar, (f) any person authorised by the Central Government in that behalf; or (g) in a case falling under clause (c) of sub-section (1) of section 271, by the Central Government or a State Government.*
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> *(2) A secured creditor, the holder of any debentures, whether or not any trustee or trustees have been appointed in respect of such and other like debentures, and the trustee for the holders of debentures shall be deemed to be creditors within the meaning of clause (b) of sub-section (1).*
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> *(3) A contributory shall be entitled to present a petition for the winding up of a company, notwithstanding that he may be the holder of fully paid-up shares, or that the company may have no assets at all or may have no surplus assets left for distribution among the shareholders after the satisfaction of its liabilities, and shares in respect of which he is a contributory or some of them were either originally allotted to him or have been held by him, and registered in his name, for at least six months during the eighteen months immediately before the commencement of the winding up or have devolved on him through the death of a former holder.*
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> *(4) The Registrar shall be entitled to present a petition for winding up under subsection (1) on any of the grounds specified in sub-section (1) of section 271, except on the grounds specified in clause (b), clause (d) or clause (g) of that sub-section: Provided that the Registrar shall not present*

a petition on the ground that the company is unable to pay its debts unless it appears to him either from the financial condition of the company as disclosed in its balance sheet or from the report of an inspector appointed under section 210 that the company is unable to pay its debts: Provided further that the Registrar shall obtain the previous sanction of the Central Government to the presentation of a petition: Provided also that the Central Government shall not accord its sanction unless the company has been given a reasonable opportunity of making representations.

(5) A petition presented by the company for winding up before the Tribunal shall be admitted only if accompanied by a statement of affairs in such form and in such manner as may be prescribed. 165

(6) Before a petition for winding up of a company presented by a contingent or prospective creditor is admitted, the leave of the Tribunal shall be obtained for the admission of the petition and such leave shall not be granted, unless in the opinion of the Tribunal there is a prima facie case for the winding up of the company and until such security for costs has been given as the Tribunal thinks reasonable.

(7) A copy of the petition made under this section shall also be filed with the Registrar and the Registrar shall, without prejudice to any other provisions, submit his views to the Tribunal within sixty days of receipt of such petition.

16. Newspaper advertisement, in terms of Rule 5 of the Companies (Winding Up) Rules, 2020, read with Rule 7 thereof, has been made in Business Standard (English) and Aajkal (Bengali), on Saturday 30th May, 2026 wherein the next date of hearing was duly indicated.

17. Despite such publication and service of notice, no one has come forward to object or oppose the present company petition before this Tribunal.

18. Upon the application of the petitioner and upon hearing the Learned Counsel appearing for the petitioner, and upon reading the petition and the affidavit filed on 6th day of July 2026 and the affidavit of Service, the applicant herein filed this on 6th day of July 2026, this Tribunal hence passes the following order:

a) The present company petition stands admitted. The respondent company being West Bengal State Leather Industries Development Corporation Limited is to be wound up by this Tribunal under the provisions of Companies Act, 2013.

b) The official liquidator attached with the High Court of Calcutta is appointed as a provisional liquidator of the respondent company as provided under section 275(1) of the Companies Act, 2013.

c) In terms of section 277 (1) and 277 (2) of the Act, the registry is directed to cause intimation to the liquidator and the Registrar of Companies, West Bengal. On receipt of the copy of such Order, the Registrar shall make an endorsement to that effect and notify in the Official Gazette that such an order has been made.

d) In accordance with section 277 (3) of the Act, this liquidation order shall be deemed to be a notice of discharge to the officers, employees and workmen of the company, except when the business of the company is continued.

e) The provisional liquidator is permitted to initiate appropriate action in accordance with the provisions of the Companies Act, 2013, and to take custody and control of all properties, effects and actionable claims to which the Company is or appears to be entitled to and take such steps and measures, as may be necessary, to protect and preserve the properties of the Company.

f) As envisaged under section 279 (1) of the Act, no suit or other legal proceeding shall be commenced, or if pending at the date of the winding up order, shall be proceeded with, by or against the company, except with the leave of the Tribunal and subject to such terms as the Tribunal may impose. The liquidator shall also file its report with the Tribunal as per Section 281 of the Act.

h) List the Company Petition 187/KB/2025 on 18/09/2026 for filing periodical reports.

i) Copy of the order be sent to the parties, the Liquidator, Registrar of Companies, West Bengal and the Authorised Representative for the Petitioner and also to the Official Liquidator, within seven days through email and registered post.

j) Certified Copy of this order may be issued, if applied for, upon compliance of all requisite formalities.

REKHA KANTILAL SHAH | **BIDISHA BANERJEE**
MEMBER (TECHNICAL) | **MEMBER (JUDICIAL)**

This Order is signed on this, the 18th Day of August, 2026.

Sagar M. (LRA)