IN THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH

KOLKATA

CP (IB) No. 833/KB/2020

Under section 59 of the Insolvency & Bankruptcy Code, 2016 r/w Regulation 38(3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.

In the matter of

Jaishreeshyam Nirman Private Limited

(CIN: U70102WB2013PTC196758)

Having its registered office at

57D, B.T. Road, Kolkata-700002, West Bengal

...Corporate Person

And

In the matter of

Mr. Neeraj Kejriwal

Liquidator of Jaishreeshyam Nirman Private Limited

... Petitioner

Date of hearing: 29.07.2021
Date of Pronouncement: 06.08.2021

Coram:

Shri Rajasekhar V.K.	:	Member (Judicial)
Shri Harish Chander Suri	:	Member (Technical)

Appearances:

For the Petitioner	:	Ms. Aparajita Rao, Advocate Mr. Sanwal Tibrewal, Advocate

ORDER

Per: Harish Chander Suri, Member (Technical)

1. This court convened *via* video conference today.

2. CP (IB) No. 833/KB/2020 is a petition filed under section 59 of Insolvency & Bankruptcy Code, 2016 (hereinafter called the "Code") by the Corporate Person, namely, Jaishreeshyam Nirman Private Limited (CIN: U70102WB2013PTC196758) through Mr Neeraj Kejriwal for voluntary liquidation and dissolution of the Petitioner-Corporate Person.

Corporate history of the Corporate Person

3. The Corporate Person was incorporated on 26.08.2013 as a private limited company under the provisions of the Companies Act, 1956 in the name and style of Jaishreeshyam Nirman Private Limited with the Registrar of Companies, West Bengal, vide its CIN: U70102WB2013PTC196758. The registered office of the Corporate Person is situated at 57D, B.T. Road, Kolkata-700002, West Bengal. Therefore, this Bench has jurisdiction to deal with the present petition.

4. The main objects for which the Corporate Person was incorporated are, *inter alia,* to acquire by purchase, lease, exchange, hire or otherwise develop or operate land, building, etc.

5. The authorised share capital of the Company is Rs.1,35,00,000/- (Rupees one crore thirty-five lakh only) comprising of 13,50,000 (thirteen lakh fifty thousand) Equity Shares of Rs.10/- (Rupees ten only) each. The issued, subscribed & paid-up capital is Rs.1,35,00,000/- (Rupees one crore thirty-five lakh only) divided into 13,50,000 (thirteen lakh fifty thousand) Equity Shares of Rs. 10/- (Rupees ten only) each.

Reasons for voluntary liquidation

6. It has been stated that the Corporate Person has not been carrying on any business for past few years and it is not earning profits except the income from investments. Due to non-availability of business prospect and long term financial resources it was not financially viable to carry on the business activities, therefore, its Board of Directors (BoD) in their meeting held on 14.03.2019 has resolved to liquidate the affairs of the Corporate Person.

Procedural compliances

7. The directors of the Corporate Person have as per section 59(3)(a) of the Code, approved the declaration of solvency and resolved to wind up the company under "Members Voluntary Winding Up" at the Board meeting held on 14.03.2019. The directors have declared that they have made a full inquiry into the affairs of the Corporate Person and are of the opinion that the Corporate Person has no debts and that the Corporate Person is not being liquidated to defraud any person. The directors have also appended an affidavit with aforesaid declarations, Copy of Board Resolution, statement of assets and liabilities have been annexed to the petition as Annexure C at pages 43-46. The above details have been filed by the Corporate Person with the Registrar of Companies West Bengal in Form GNL-2 on 12.04.2019. Copy of E-Form GNL-2 has been annexed at pages 30 and 31 of an undated supplementary affidavit dated notarised on 27.02.2021. Previous two years' financial statement is annexed at pages 32 to 80 of an undated supplementary affidavit dated notarised on 27.02.2021.

8. The members of the Corporate Person in their Extraordinary General Meeting (EGM) held on 10.04.2019 passed a special resolution as required under section 59(3)(c) of the Code, to liquidate the Corporate Person voluntarily and to appoint Mr. Neeraj Kejriwal, Insolvency Professional holding Registration no. IBBI/IPA-001/IPP00392/2017-2018/10710 as Liquidator. Part of copy of extracts special resolution along with Minutes of Extraordinary General Meeting have been annexed

to the petition as Annexure D at pages 47-49 and part of these are annexed as Annexure O at pages 28 and 29 of an undated supplementary affidavit dated notarised on 27.02.2021.

9. The Liquidator made a public announcement of commencement of liquidation in Form A of Schedule I as per regulation 14 of Insolvency & Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 in 'Financial Express' (English) and *"Aajkaal"* (Bengali) on 15.04.2019 informing commencement of voluntary liquidation and inviting submission of claims due from the Corporate Person by various stakeholders by 09.05.2019. The said public announcement was also submitted with the Insolvency and Bankruptcy Board of India (IBBI). The IBBI hosted the same on its website. Copies of public announcements have been annexed to the petition as Annexure G at pages 86-88.

10. The Corporate Person notified the Registrar of Companies, West Bengal, on 12.04.2019 by filing Form MGT-14 about the special resolution passed under section 59(4) of the Code regarding commencement of liquidation and appointment of liquidator. Copy of form MGT-14 is annexed to the petition as Annexure E at pages 77-80.

11. The Liquidator has opened the Bank Account with Yes Bank Ltd, Bhawanipore Branch in the name and style of *"Jaishreeshyam Nirman Private Limited in voluntary liquidation"* bearing account no. 37838630823.

12. The Liquidator has annexed with the petition his Preliminary Report dated 20.05.2019. In the report, the Liquidator has provided, *inter alia,* as follows:

    a. The company purchased a land in financial year 2013-2014 for the purpose of constructing a building. On 24.02.2014, the company entered into joint development agreement with M/s Tirupati Developers for constructing the building at a lumpsum amount. The construction of the building is over and the directors have decided not to continue the business of construction.

b. Pursuant to the decision of the company to exit the real estate business, the directors decided to go for voluntary liquidation.

c. The company does not have any creditors as per the books of account and no claim has been received from the creditors and workmen in furtherance of the public announcement made by the liquidator.

13. The Liquidator vide his letter dated 17.04.2019 has given necessary intimation regarding liquidation commencement of the Corporate Person to the Concerned Income Tax Department. The Concerned Income Tax Department has given its no-objection certificate dated 23.04.2019. Copy of the said no objection certificate is annexed to the Petition as Annexure H at Page 90.

14. The liquidator submitted that he had sent intimation for repayments of debts due to the sundry and other debtors of the company on 06.05.2019 and the debtors have duly acknowledged and paid their liabilities during the liquidation process.

15. The liquidator did not appoint any valuer as there were no assets except financial assets like sundry debtors, loans & advances, bank balance and cash.

16. The liquidator has realised the assets of the company and has distributed the proceeds to the stakeholders. After payment of Dividend Distribution Tax on the accumulated profit to be distributed to the members, the accumulated profit amounting to Rs.5,51,690/- (Rupees five lakh fifty-one thousand six hundred ninety only) was distributed as dividend and investment in share capital of Rs.1,35,00,000/- (Rupees one crore thirty-five lakh only) was refunded to the members of the company. Upon aforesaid payments, the assets of the company were fully liquidated.

17. After the payments to the members, the liquidator has applied for closure of liquidation account of the company. A copy of the letter dated 30.06.2020 addressed to the manager of Yes Bank Ltd., Stephen House, Hemant Basu Sarani, Kolkata is annexed as Annexure M at page 105 of the Petition.

18. The copy of the Final Report of the Liquidator is annexed to the petition at page nos. 96-98 stating- realisation and payments to the creditors and members of the company; all the assets of the company have been disposed of; debts of the corporate debtor has been discharged; no litigation is pending against the company.

19. A copy of the Final Report has been sent to the Registrar of Companies, West Bengal, Kolkata in form GNL-2 and was sent to the IBBI through email in compliance with section regulations 38(2) of the IBBI (Voluntary Liquidation Process) Regulations, 2017. Copy of e-mail is attached to the petition as Annexure L at page 99 of the Petition.

20. A Certificate dated 17.06.2020 from the Statutory Auditor of the Corporate Person on its liquidation accounts, shows receipts and payments pertaining to liquidation, *i.e.*, from 10.04.2019 to 31.03.2020. The said Certificate is annexed to the Petition as Annexure J at page 95.

21. On hearing the submissions made by the Authorised Representative appearing for the Corporate Person and perusing the documents annexed to the petition, it appears that the affairs of the Corporate Person have been completely wound up and its assets have been completely liquidated. We are satisfied from the documents on record that the voluntary liquidation is not with intent to defraud any person.

22. In view of the above facts and circumstances, there is no impediment to the Corporate Person being dissolved, and it is ordered accordingly.

23. The Liquidator of the Corporate Person is further directed to serve a copy of this order upon the Registrar of Companies, West Bengal, immediately and, in any case, within fourteen days of receipt of this order. The RoC shall take further necessary action upon receipt of a copy of this order.

24. The petition bearing **CP (IB) No. 833/KB/2020** shall stand disposed of in accordance with the above directions.

25. The Registry is directed to send e-mail copies of the order forthwith to all the parties and their Authorised Representative for information and for taking necessary steps.

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

27. File be consigned to the records.

Harish Chander Suri	Rajasekhar V.K.
Member (Technical)	Member (Judicial)
	06.08.2021

SR (LRA)