

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
NEW DELHI BENCH  
COURT – V**

**C.P.(IB)/866/ND/2022**

*[Under Section 59(7) of the Insolvency & Bankruptcy Code, 2016 read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017]*

**In the matter of:**

**JAGAN NATH INDIA PRIVATE LIMITED**

**CIN: U74899DL1983PTC016974**

**Through Liquidator Mr. Vijay Kumar Sharma**

**...Applicant**

**Order Delivered on: 18.12.2023**

**CORAM:**

**SHRI MAHENDRA KHANDELWAL, HON'BLE MEMBER (JUDICIAL)**

**SHRI RAHUL BHATNAGAR, HON'BLE MEMBER (TECHNICAL)**

**PRESENT:**

**For the Applicant :**

**For the Respondent:**

**For the IT Dept. :** Mr. Ruchir Bhatia, Sr. St. Counsel, Mr. Pratyaksh Gupta,  
Jr. St. Counsel with Mr. Shivam Singh, Adv.

**For the Liquidator :** Mr. Rakesh Kumar, Mr. Ankit Sharma, Adv.

**ORDER**

**PER: RAHUL BHATNAGAR, MEMBER (TECHNICAL)**

1. The instant application has been filed by the Voluntary Liquidator Mr. Vijay Kumar Sharma on behalf of M/s Jagan Nath India Private Limited (Applicant) under Section 59 of the Insolvency & Bankruptcy Code, 2016 ("Code") read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process)

Regulations, 2017 (“Voluntary Liquidation Regulations”) seeking the following prayer(s): -

- a) *Pass an Order for dissolution of the Company in terms of Section 59 of the Code read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulation, 2017.*
- b) *Pass any other Order as this Hon'ble Tribunal may deem fit and necessary in the present circumstances of the case.*

2. The brief facts, giving rise to filing of the instant Application, which are just and necessary for adjudication, are narrated hereunder: -

- i. That, M/s. JAGAN NATH INDIA PRIVATE LIMITED (the Private Company), the Applicant Company was incorporated on 19<sup>th</sup> November, 1983 under the provisions of the Companies Act, 1956 with object stated as under:
  - a) *To invest in acquire and hold, buy or sell or otherwise dispose of deal in securities of any kind including shares, debentures, bonds, units, futures, options, obligations and securities issued or guaranteed by indian or foreign government/ authorities.*
  - b) *To lend or advance money, either with or without security and to arrange and negotiate loans and generally to such persons and upon such terms and conditions as the company may think fit.*
- ii. That, the Authorised Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore) divided into 10,00,000 (Ten Lakh) equity shares of Rs. 10/- (Rupees Ten only) each. The issued, subscribed and paid-up share capital of the Company is Rs. 90,63,400/- (Rupees Ninety Lakh Sixty-Three Thousand Four Hundred) consisting of 9,06,340 (Nine Lakh Six Thousand Three Hundred Forty) equity shares of Rs.10/- (Rupees Ten only).
- iii. That the registered office of the Company is presently situated at F-21, IX/3738, Gali No.4, Gouri Shankar Market, Dharampura, Gandhi Nagar, New Delhi, East Delhi DL 110031 IN. Therefore, the Company hereby declares that the subject matter of this Application is within the exclusive jurisdiction of this Adjudicating Authority.

- iv. The Company was incorporated on 19.11.1983 to deal in securities of any kind including shares, Debentures, bonds, units, futures, options etc. However, due to certain imperative losses, the Company could not continue its business activities in the long run. The Company is a compliant company and does the annual statutory filings with the ROC on regular basis. Since the company is not carrying on business activities from the past many years, therefore, the management thought fit to liquidate the Company voluntarily and consequently the shareholders of the Company have unanimously resolved and approved the liquidation of the Company.
- v. That the Board of Directors of the Company on 21.11.2019 had passed a resolution for filing the declaration of solvency for voluntary liquidation of the Company in terms of Section 59 of the Code read with the Regulations and for appointing Mr. Vijay Kumar Sharma as the Liquidator of the Company in terms of Regulation 5 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, subject to the approval of the members in the Extra Ordinary General Meeting of the Company. A copy of the notice and minutes of the said Board Meeting dated 21.11.2019 is placed on record as Annexure-3.
- vi. The Declaration of Solvency as required under Section 59(3)(a) of the Code was signed by the directors and accordingly filed with the ROC. A copy of the e-form GNL-2 along with the Challan and Declaration of Solvency signed by the directors is placed on record as Annexure -4.
- vii. Further, the members (constituting 100%) of the Company had approved the voluntary liquidation of the Company and appointed Mr. Vijay Kumar Sharma as the Liquidator of the Company in their Extra-Ordinary General Meeting held on 25.11.2019, ("the Liquidation Commencement Date") of the Company. A copy of the minutes of the said Extra-Ordinary General Meeting is placed on record as Annexure-5.
- viii. In compliance of Regulation 3(2) of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Special Resolution dated 25.11.2019 was duly notified to the office of the ROC and IBBI. A copy of the e-form MGT-14 along with its Challan as filed with

the ROC for filing the Special Resolution is placed on record as Annexure-6.

- ix. The Public Announcement was made by the Liquidator on 27.11.2019 in the newspapers named "Financial Express" (English) and "Jan Satta" (Hindi) respectively. A copy of Public Announcement in the Newspapers is placed on record as Annexure-7.
- x. In terms of Regulation 14(3)(c) of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Public Announcement was notified to IBBI for publishing it on the website. Further, in terms of Section 178 of Income Tax Act, 1961, the Liquidator vide letter dated 28.11.2019 intimated the Income Tax Officer regarding his appointment in the Company as a Liquidator. A Copy of Letter dated 28.11.2019 and 25.11.2019 sent by the Liquidator intimating Income Tax Officer and bank manager respectively regarding his appointment in the Company as a Liquidator is placed on record as Anneure-8.
- xi. In terms of Regulation 29 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Liquidator is required to verify the claims submitted within thirty days from the last date for receipt of claims and may either admit or reject the claim, in whole or in part. According to law, the last date of submission of claims was 26.12.2019. It is stated that no claim was received by the liquidator.
- xii. In terms of Regulation 30 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Liquidator is required to prepare a list of stakeholders on the basis of claims submitted and accepted under the Law. Copy of list of stakeholders along with claim and settlement of the same is placed on record as Annexure-9.
- xiii. In terms of Regulation 9 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Liquidator prepared the Preliminary Report and submitted the same to the Company on 02.01.2020. A copy of the Preliminary Report and the said accounts is placed on record as Annexure 10.
- xiv. In terms of Regulation 37(2) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 in the event of

the liquidation process continuing for more than twelve months, the Liquidator shall hold a meeting of contributories of the corporate person within fifteen days from the end of twelve months from the liquidation commencement date. Accordingly, the Liquidator held a meeting of contributories on 19.09.2018. Additionally, the Liquidator also prepared the Annual Status Report as per Regulation 37(2)(b) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 indicating the complete progress made in the liquidation process. Copy of Annual Status Report is placed on record is as Annexure 11.

xv. In terms of Regulation 38 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, upon completion of the liquidation process, the Liquidator is required to prepare a Final Report consisting of details showing the receipts and payments pertaining to the liquidation since the Liquidation Commencement Date. Accordingly, the Liquidator has prepared the Final Report and filed the same in e-form Form GNL-2 with ROC. The Copy of the Final Report is placed on record as Annexure 12. The Copy of e-for, GNL-2 along with challan and the acknowledgement of submitting the Final Report with IBBI is placed on record as Annexure 13.

3. Vide order dated 12.06.2023 passed by this Adjudicating Authority, the Petitioner was directed to provide a copy of the Application to the Registrar of Companies (ROC), NCT of Delhi & Haryana ("Respondent"). Notice was also issued to Income Tax Department vide this Adjudicating Authority's order dated 12.06.2023. However, there is no representation on behalf of the ROC and the Income Tax Department.

4. Vide order dated 12.12.2022 passed by this Adjudicating Authority, the Counsel for the Liquidator was directed file and Affidavit denoting the following:

- i. The details of the guarantee obligations, if any undertaken by the Company.
- ii. Confirmation that the creditors of the Company have consented for the voluntary winding up of the Company. If no creditors are available, a confirmation from the Liquidator that no creditors are available.

5. In compliance of Order dated 12.12.2022, the Petitioner has filed affidavit dated 09.01.2023, stating that company did not stand for any guarantee and there is no creditor in the company, as recorded in the order dated 28.08.2023.
6. We have heard the submissions made by the Ld. Counsel and perused the documents annexed to the petition. From a perusal of the instant Application and documents annexed therewith, it is seen that the Liquidator, after his appointment has duly performed his duties and completed necessary formalities to complete the liquidation process of the Applicant Company, which has been averred in the present application and, thus, the Liquidator has prayed for an order from this Adjudicating Authority to dissolve the applicant company.
7. Further, no adverse comments have been received from any statutory authority or from public at large against such dissolution of the Applicant Company, despite there being a public announcement by the liquidator and also updating of the same in the website of the Insolvency and Bankruptcy Board of India (IBBI). It is also evident from the record that the proposed liquidation was duly communicated to the Registrar of Companies, NCT of Delhi & Haryana as per Form MGT-14 and Form GNL-2 filed with the Registrar of Companies, NCT of Delhi and Haryana. It appears that the affairs of the Applicant Company have been completely wound up and its assets have been completely liquidated and no liabilities have been left unsatisfied. We have also duly considered the merits thereof, in the light of the statutory provisions of Section 59 of the Code, 2016 read with the relevant regulations.
8. The Liquidator had filed copies of paper publication as well as copy of public announcement in Form-A. The Liquidator, in compliance of our order dated 14.09.2023, had placed on record the Compliance Certificate in Form-H as mandated under Regulation 38(3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, as recorded in the order dated 11.12.2023.
9. The Liquidator is found to have complied with the statutory provisions to complete the liquidation process by taking necessary steps as it is evident that he had duly opened an account in the name of Corporate Person with Bank for realization and payment to the members.

10. Further as per record of the present case, it is seen that the Applicant Company is not found being involved in such kind of business activities, which are detrimental to the interest of the public at large. Furthermore, it is not the case that the proposed dissolution may adversely affect its shareholders/members or is contrary to the provisions of law.
11. By taking into consideration the above stated facts and circumstances, the instant Application **C.P.(IB) 866/ND/2022** stands **allowed**. Consequently, this Adjudicating Authority in exercise of power conferred to it under Section 59 (8) of the Insolvency and Bankruptcy Code, 2016, orders that the Applicant Company i.e., M/s. Jagan Nath India Private Limited having CIN: U74899DL1983PTC016974 shall stand dissolved with effect from the date of pronouncement of this order.
12. The Liquidator is directed to communicate a copy of this order to the respondent i.e., Registrar of Companies, NCT of Delhi & Haryana, wherein the registered office of the Applicant Company is situated. Further, a copy of this order should also be communicated to the IBBI, New Delhi, for information. Such communication should be made within the stipulated period of fourteen (14) days from the date of receipt of certified copy of this order.
13. The Registry is directed to send e-mail copies of the order forthwith to the Applicant Company represented by its Liquidator and its Ld. Counsel for taking further necessary steps.
- File be consigned to the records.

**Sd/-**  
**RAHUL BHATNAGAR**  
**MEMBER (T)**

**Sd/-**  
**MAHENDRA KHANDELWAL**  
**MEMBER (J)**