



4

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH – II, CHENNAI**

CP(IB)/16(CHE)2023

*(filed under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 r/w
Insolvency and Bankruptcy Board of India (Voluntary Liquidation) Regulations,
2017*

In the matter of
**M/s. HINDUJA INSURANCE BROKING AND ADVISORY
SERVICES LIMITED**

Mr. T. Ranganathan,
Liquidator of
**M/s. Hinduja Insurance Broking and Advisory
Services Limited,**
CIN: U66000TN2019PLC129176
No.27A, Developed Industrial Estate,
Guindy, Chennai-600 032

..... Petitioner

Order Pronounced on 21st June, 2023

CORAM:

**SANJIV JAIN, MEMBER (JUDICIAL)
SAMEER KAKAR, MEMBER (TECHNICAL)**

For Petitioner: Ms. R. Anuradha, Practising Company Secretary

ORDER

(Hearing conducted through VC)

Per: SANJIV JAIN, MEMBER (JUDICIAL)

This petition has been filed under Section 59(7) of the Insolvency & Bankruptcy Code, 2016 ("**IBC, 2016**") read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation) Regulations, 2017 by Sri. T. Ranganathan, the Petitioner/Liquidator of the Corporate Debtor viz., **M/s. Hinduja Insurance Broking**



and Advisory Services Limited seeking dissolution of the Company.

2. The Company was incorporated as a Public Limited Company under the provisions of the Companies Act, 2013 with the objects to act as a direct broker in the Insurance Regulatory and Development Authority (Insurance Brokers) Regulations, 2018. The Authorized Share Capital of the Company was Rs.2,00,00,000/- divided into 20,00,000 Equity Shares of Rs.10/- each. Its paid-up share capital was Rs.1,00,00,000/- divided into 10,00,000 Equity Shares of Rs.10/- each. There are seven shareholders in the Company as detailed in para-3(b) of the application.

3. It is stated that the Company did not commence any business since its inception nor held any assets. The Board of Directors of the Company in the meeting held on 23.09.2022 considered the matter for voluntary liquidation of the Company and passed a Resolution to voluntary liquidate the Company as per Section 59 of IBC, 2016. The Directors of the Company in terms of Section 59(3) of IBC, 2016 made a declaration of solvency embodying a statement of assets and liabilities along with audited financial statements of the Company for the Financial Year ended 31.03.2022 and unaudited financial statement for the period ended 30.09.2022 as **Annexure-B**. They filed the statements with



Registrar of Companies, Chennai vide letter dated 30.09.2022 as **Annexure-C**. The members of the Company in an Extra-Ordinary General Meeting held on 30.09.2022 passed a Special Resolution to this effect and appointed Sri. T. Ranganathan, an Insolvency Professional as the Liquidator to take over the liquidation process of the Company as **Annexure-D**.

4. It is stated that as on date of declaration of solvency as on 30.09.2022, the Company had the following Assets & Liabilities:

Assets:

Sl. No.	Particulars	Amount (in INR) (in thousands)	
		Book Value	Estimated Value
A	Non-current assets		
(a)	Financial assets	8,883.44	8,883.44
B	Current assets		
(a)	Cash and cash equivalents	1448.46	1448.46
(b)	Other financial assets	20.23	20.23
Total		10,352.13	10,352.13

Signature



Liabilities:

Sl. No.	Particulars	Amount (in INR) (in thousands)
C	Equity	
(a)	Share capital	10,000
(b)	Other equity	(56.46)
D	Current liabilities	
(a)	Trade payables	370.37
(b)	Provisions	38.22
	Total	10,352.13

5. The Liquidator made a public announcement of commencement of voluntary liquidation in Form-A in the newspapers inviting claims from the Stakeholders within 30 days from the commencement of the liquidation i.e. on 30.10.2022 which is at **Annexure-E** and also uploaded the announcement on the website of IBBI on 06.10.2022.

6. It is stated that the Liquidator received the claims during the process of liquidation in Form-F from the shareholders of the Company and in Form-B from an Operational Creditor. The total liabilities in the books of accounts as on 30.09.2022 was



Rs.4,08,590/- including provisions for expenses and income-tax. Hinduja Leyland Finance Limited preferred claim in Form-B as Operational Creditor for an amount of Rs.2,95,251/- which was paid in full. An amount of Rs.38,000/- was paid to the Income Tax Department as advance income tax for the Assessment Year 2023-24. The total liquidation cost excluding advance income tax came to Rs.4,16,079.70. The Liquidator then submitted his Preliminary Report dated 11.11.2022 to the Company in conformity with the Regulation 9 of the IBBI (Voluntary Liquidation) Regulations, 2017. He also informed the Income Tax Authority and Insurance Regulatory and Development Authority of India about the commencement of liquidation on 11.10.2022.

7. The Liquidator distributed the funds among the shareholders as detailed below :

Sl. No.	Name of the shareholders of the Company	Percentage of shares held in the Company	Amount distributed (in INR)	Date of distribution
1.	Hinduja Leyland Finance Limited	100%	95,98,775.32	22 nd December, 2022
Total		100%	95,98,775.32	



8. The Liquidator thereafter submitted his Final Report including Compliance Certificate in Form-H dated 28.12.2022 as **Annexure-K.**

9. We have heard Ld. Counsel for the Petitioner and perused the record and the synopsis filed by the Liquidator.

10. A perusal of record reveals that the Company was incorporated to act a direct broker in the Insurance Regulatory and Development Authority. It however did not commence any business. In the Extra-Ordinary General Meeting held on 30.09.2022, the Board of Directors passed a Special Resolution to liquidate the company voluntarily. The Liquidator made the public announcements as per the IBBI Regulations. As per the record, the Company got the following assets realization:

16. REALISATION:

Sl. No.	Particulars	Amount (Rs)
(1)	(2)	(3)
1	Sale of Assets	-
2	Refund from Statutory Authorities	-
3	Cash / Bank balance	14,48,458.92/-
4	Realization of uncalled/unpaid capital contribution	-
5	Distribution of unsold asset	-
6	Any other (Term deposit closure proceeds)	89,01,597.60/-
TOTAL		1,03,50,056.52/-

SAV ✓ *K* ✓

11. The Liquidator has also filed the distribution details in the tabulated form which is reproduced as under:

16. DISTRIBUTION:

Sl. No.	Stakeholders* under section 52 and 53(1)	Amount Claimed	Amount Admitted	Amount Distributed	Amount Distributed to the Amount Claimed (%)	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	Realization of Security Interest	-	-	-	-	-
2	Liquidation Cost [Sec. 53(1)(a)]	-	-	4,16,049.50	-	Liquidator fee, liquidation expenses, auditor fees, Professional charges, legal charges, other expenses - Misc. bank charges
3	Workmen's Dues [Sec. 53(1)(b)(i)]	-	-	-	-	-
4	Debts of Secured Creditors [Sec. 53(1)(b)(ii)]	-	-	-	-	-
5	Wages and Unpaid Dues to Employees [Sec. 53(1)(c)]	-	-	-	-	-
6	Debts of Unsecured Financial Creditors [Sec. 53(1)(d)]	-	-	-	-	-
7	Government Dues + Amount Unpaid following enforcement of Security Interest [Sec. 53(1)(e)]	-	-	39,680.50	-	Payment of TDS & advance Tax
8	Any remaining Debts and Dues [Sec. 53(1)(f)]	2,95,251.00	2,95,251.00	2,95,251.00	100%	Reimbursement of incorporation & audit expenses
9	Preference Shareholders [Sec. 53(1)(g)]	-	-	-	-	-
10	Equity Shareholders [Sec. 53(1)(b)]	1,00,00,000	1,00,00,000	95,98,775.32	95.99%	
	Total	1,02,95,251	1,02,95,251	1,03,50,056.32	195.99%	

12. The distribution pattern shows that the Liquidator has fully distributed the amount towards the Cost of Liquidation under



Section 53(1)(a), Government Dues + Amount Unpaid as Rs.39,980.50 under Section 53(1)(e) of IBC and Debts and Dues under Section 53(1)(f) amounting to Rs.2,95,251.00. The Liquidator distributed to the Equity Shareholders under Section 53(1)(h) an amount of Rs.95,98,775.32 i.e. 95.99% of the claim amount, total amounting to Rs.1,03,50,056.32 i.e. the amount which was realized by the Company. Record shows that there were no claim of the workmen, debts of Secured Creditors, debts of Unsecured Financial Creditors, wages and unpaid dues of the employees nor there were preference shareholders of the Company.

13. The Petitioner has submitted Form-H (Compliance Certificate) under Regulation 38 of the IBBI (Voluntary Liquidation Process) Regulations, 2017 giving the details of the voluntary liquidation process.

14. The record reveals the liquidation process was completed within time.

15. From the documents and the report of the Petitioner, it is clear that the Petitioner complied with all the requirements as contemplated under the Code and the Regulations without any deviation and satisfied the claims of all the stakeholders who pursuant to the wide publicity had filed their claims. There is no complaints of any of the stakeholders or anyone else in respect of



satisfaction of claims/distribution of the amounts / balances lying with the company. As on date, there is NIL balance in the account of the company.

16. Thus, on examining the submissions made by the Learned Counsel for the Applicant and after perusing the documents annexed to the Application, it appears that the affairs of the Company have been completely wound up and the assets of the Applicant Company have been completely liquidated and as such the Company deserves to be dissolved. Accordingly, in exercise of the powers conferred under Section 59(8) of IBC, 2016, we hereby order the dissolution of **Hinduja Insurance Broking and Advisory Services Limited** and the Applicant Company shall stand dissolved from the date of this order. Accordingly, the Company Petition stands **allowed**.

17. The Registry and the Liquidator are directed to serve a copy of this order upon the jurisdictional Registrar of Companies and also to IBBI, within 14 days from the date of this Order.

- Sd -

SAMEER KAKAR
MEMBER (TECHNICAL)

Suguna

- Sd -

SANJIV JAIN
MEMBER (JUDICIAL)