THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH (Court-I), CHANDIGARH
(Exercising powers of Adjudicating Authority under
the Insolvency and Bankruptcy Code, 2016)

CP (IB) No.200/Chd/Hry/2022
Under Section 59 and other applicable provisions of the Insolvency and Bankruptcy Code, 2016 read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017

<u>In the matter of :</u>

M/s Satya Protech Private Limited
having its registered office at
B-42, Pilot Courts, Essle Towers,
MG Road, Gurgaon,
Haryana-122002
CIN: U70109HR2012PTC45728
Through-
Sunil Kumar Agrawal, Liquidator
Registered office- E-205, LGF,
Greater Kailash-Part-II, New Delhi-110048
Correspondence Address: 904, GF,
Sector 7C, Faridabad-121006
Email: liqsatya2020@gmail.com, aggarwalsk21@yahoo.com

… Petitioner

Vs.

Registrar of Companies,
NCT Delhi & Haryana
4th floor, IFCI Tower,
61, Nehru Place,
New Delhi-110019
Email- roc.delhi@mca.gov.in

…Respondent

Judgment delivered on: 23.09.2024

Coram: HON'BLE MR. HARNAM SINGH THAKUR, MEMBER (JUDICIAL)
HON'BLE MR. SUBRATA KUMAR DASH, MEMBER (TECHNICAL)

For the Petitioner**:** Mr. Subash Saini, PCS

Per: Harnam Singh Thakur, Member (Judicial)
Subrata Kumar Dash, Member (Technical)

JUDGMENT

The present Company Petition has been filed by the Liquidator, Mr Sunil Kumar Agrawal, on behalf of Satya Protech Private Limited under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 (for short hereinafter referred as “The Code”) seeking the relief that the Petitioner Company be dissolved as per the provisions of the Code and the Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.

2. Brief facts giving rise to the filing of the instant Company Petition, which is just and necessary for adjudication, are narrated hereunder:-

I. It is submitted that the Petitioner Company is a Private Limited Company incorporated under the provisions of the Companies Act, 1956 on 25.04.2012 with the authorized capital of Rs. 2,00,000/- (Rupees two lakh only) divided into 20,000 equity shares of Rs. 10/- (Rupees ten only) each. The Corporate identification number of the company is U70109HR2012PTC045728. The permanent account number of the company is AARCS5222Q. The registered office of the petitioner company is situated in B-42, Pilot Courts, Essle Towers, MG Road, Gurgaon, Haryana-122002. Therefore, the jurisdiction of the present petition lies with this bench.

II. The petitioner company was incorporated to do business of providing marketing services and other consultancy in the field of real estate & properties. The main objects of the company as set out in the memorandum of association are inter-alia as under-

“To providing marketing services and other consultancy in the field of real estate, properties and to act as builders, colonizers, infrastructure developers, contractors, property dealers and brokers or commission agents and to purchase, sale, develop any land for basic infrastructure, commercial, industrial, residential and to act as a civil contractor and interior designer and provide customized home/commercial solutions.”

The copies of the Memorandum and articles of association are annexed as Annexure 1 (Colly).

III. The authorized, issued, subscribed and paid up share capital of the Company as on March 31, 2020 is as follows-

Particulars	**Amount(in Rs.)**
Authorized Share Capital:	
20,000 equity shares of Rs. 10/- each	2,00,000
Total	**2,00,000**
Issued, Subscribed and Paid-up Share Capital:	
10,200 equity shares of Rs. 10/- each paid up	1,02,000
Total	**1,02,000**

It is further submitted in the petition that Subsequent to 31.03.2020, there has been no change in the share capital of the Company till the date of filing of this Application. The certified true copy of the audited financial statement for the financial year ended 31.03.2020 & MCA Master data of the Company is annexed herewith and marked as Annexure- 2.

IV. It is also stated in the application that due to termination of certain imperative contracts, 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 a 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 the shareholders of the Company have unanimously resolved and approved the liquidation of the Company.

V. Consequently, the Board of Directors of the Company on 30.06.2020 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. Sunil Kumar Agrawal 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. The copy of the said resolution is attached as Annexure-3 (Colly).

VI. Further, the members of the company constituting 100% of majority had approved the voluntary liquidation of the Company and appointed Mr. Sunil Kumar Agrawal as the Liquidator of the Company in their Extraordinary General

Meeting held on 10.07.2020, ("the Liquidation Commencement Date") of the Company. The copy of the said resolution is attached as Annexure 4 of the application.

VII. It is further submitted that 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 in form GNL-2 along with the Challan. A copy of the same is attached as Annexure-5 (Colly).

VIII. The petitioner company also stated in the application that the Company owes an amount of Rs. 340,000 (Rupees three lakhs forty thousand only) as other current liabilities to the Auditors and other professional as on 10.07.2020 namely:

Name	**Amount(INR In Lakhs)**	**Details of Security Held,** If **Any**
Audit Fees	0.22	NIL
Professional Fees	3.18	NIL

It is also stated that the above amount has been remitted during the period and now no amount is outstanding.

IX. Further, the petitioner company in compliance with Regulation 3(2) of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 duly notified the Special Resolution dated July 10, 2020 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 annexed as Annexure-6 of the application.

X. The Liquidator made Public Announcement on 14.07.2020 in two newspapers namely "Financial Express" (English) and "Jansatta" (Hindi) respectively. A copy of the same is annexed as Annexure-7 of the application. Further 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.

XI. Thereafter, in terms of Section 178 of Income Tax Act, 1961, the Liquidator vide letter dated 17th July, 2020 intimated the Income Tax Officer regarding commencement of Liquidation and his appointment in the Company as a Liquidator. Copies of the letters dated 17.07.2020 and 08.08.2020 are attached as Annexure 8 and 8A of the application.

XII. The petitioner company stated that 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 the last date of submission of claims in the instant case was 09.08.2020. There were six claims submitted by the unsecured creditors. As per regulation 30, the liquidator prepared the list of stakeholders on the basis of claims submitted. The same is attached as Annexure 9 of the application.

XIII. Thereafter 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 got the accounts prepared from April 1, 2020 till the Liquidation Commencement Date and submitted the same to the Company on

22.08.2020. A copy of the same is attached as Annexure 10 (colly) of the application.

XIV. As the liquidation process in the present matter continued for more than twelve months, the liquidator held a meeting of contributories on 24.07.2021 in terms of regulation 37(2) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017. Also, the annual status report indicating the progress made in the liquidation process was also made by the liquidator. Copies of minutes of meeting and annual status report are attached as Annexure 11(colly) of the application.

XV. Thereafter on completion of the liquidation process, the liquidator prepared the final report in terms of regulation 38 and filed the same in e-form GNL-2 with ROC. A copy of the final report and e-form GNL-2 and the acknowledgement of submission of the final report to IBBI is attached as Annexure-12 and 13(colly) respectively of the Application.

XVI. Further along with the present application, the liquidator submitted copies of e-form GNL-2 receipts and payments filed with the RoC along with the Challan, copy of e-form GNL-2 balance sheet 31.03.2021 and 21.03.2022 filed with RoC along with challan, Income tax acknowledgement year 31.03.2021 and copy of letters/emails of bank accounts. The same are attached as annexure 14(colly), 15(colly), 16 and 17 of the application.

3. On the basis of the aforementioned grounds and reasons, the company, through the liquidator, has prayed for an order from this Adjudicating Authority for the dissolution of the Petitioner Company.

4. During hearing of the present matter, Ms. Sweety Khattar was present on behalf of the Registrar of Companies (RoC), NCT of Delhi and Haryana and accepted the notice on behalf of RoC vide order dated 27.07.2022. Vide the same order, Notice of the present petition was also issued to IBBI and the petitioner company was directed to file convenience performa. Thereafter, the affidavit of service was filed vide Diary No. 01570/01 dated 17.08.2022 and the convenience performa was also filed vide diary no. 01570/6 dated 07.11.2022. In compliance with the above order, RoC filed its report vide Diary No.01570/01 dated 07.09.2022, whereby it has stated that no inquiry/ inspection/ complaint/ legal action has been proceeded/ pending against the subject company.

5. The IBBI report is filed vide Diary No. 01570/8 dated 15.11.2022, wherein it is stated that as per Section 59(4) of the Code, the liquidator had informed the Board vide email dated 13.07.2020 about the commencement of voluntary liquidation of the Corporate Debtor in the instant case. Further, in terms of regulation 38(2) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulation, 2017 the liquidator had sent final report to the Board vide email dated 28.05.2022. Neither any action is contemplated by the Board, nor any action is pending against the liquidator before it. The Board has no observation against the dissolution of the Corporate Debtor.

6. Vide order dated 11.11.2022, authorized representative on behalf of the petitioner was directed to file an affidavit explaining the circumstances and remedy whereof as to why the process could not be completed within one year and reasons thereto. In compliance of the same, affidavit was filed vide diary no. 01570/9 dated 24.11.2022, but no resolution was appended thereto, so the petitioner was directed to do the needful.

Thereafter, compliance affidavit was filed vide diary no. 01570/10 dated 24.01.2023 accompanied by minutes of meeting dated 18.01.2023 of the contributories having resolution for approval to continue the liquidation process for more than twelve months. The same was taken on record vide order dated 15.12.2023 and the counsel for the liquidator was directed to file additional information. The additional information sought and reply thereof submitted vide diary no. 01570/11 dated 15.01.2024 is briefly stated below-

Information sought	**Response submitted by liquidator**
The report from IBBI is yet to be received.	Submitted vide diary no. 01570/8 dated 15.11.2020. The status of the IBBI portal is annexed as Annexure 1.
MCA data sheets which shows that the company adopted for Voluntary liquidation.	Letter dated 28.12.2023 to RoC for updation of master data on MCA portal is attached as annexure 2 of the affidavit. .
Confirmation by the liquidator that the company has not accepted any guarantee obligations or stood as a guarantor for any of the loan transactions.	Confirmation submitted by the liquidator
Specific certificate from the bank clearly denoting that the bank account is closed in all respects.	Certificate from bank is attached at page 145 to 147 of the main application.
Confirmation regarding deduction of tax on the procreation of capital to the shareholders.	TDS deposit challans submitted at annexure 3.
Form H to be filed.	Form-H filed with the main petition at page 148 to 155.

7. We have heard the learned counsel appearing on behalf of the Petitioner Company and, with his assistance, have carefully gone through the contents of the present petition. We have also duly considered the merits thereof in the light of the

statutory provisions of Section 59 of the Code read with other relevant Regulations. For the sake of convenience, the relevant provisions of Section 59 of the Code are being reproduced hereinbelow:-

59 Voluntary Liquidation of corporate persons

1. *A corporate person who intends to liquidate itself voluntarily and has not committed any default may initiate voluntary liquidation proceedings under the provisions of this Chapter.*
2. *The voluntary liquidation of a corporate person under sub-section (1) shall meet such conditions and procedural requirements as may be specified by the Board.*
3. *Without prejudice to sub-section (2), voluntary liquidation proceedings of a corporate person registered as a company shall meet the following conditions, namely:-*
    a. *a declaration from majority of the directors of the company verified by an affidavit stating that-*
        i. *they have made a full inquiry into the affairs of the company and they have formed an opinion that either the company has no debt or that it will be able to pay its debts in full from the proceeds of assets to be sold in the voluntary liquidation; and*
        ii. *the company is not being liquidated to defraud any person;*
    b. *the declaration under sub-clause (a) shall be accompanied with the following documents, namely;-*
        i. *audited financial statements and record of business operations of the company for the previous two years or for the period since its incorporation, whichever is later;*
        ii. *a report of the valuation of the assets of the company, if any prepared by a registered valuer;*
    c. *within four weeks of a declaration under sub-clause (a), there shall be-*
        i. *a special resolution of the members of the company in a general meeting requiring the company to be liquidated voluntarily and appointing an insolvency professional to act as the liquidator; or*
        ii. *a resolution of the members of the company in a general meeting requiring the company to be liquidated voluntarily as a result of expiry of the period of its duration, if any, fixed by its articles or on the occurrence of any event in respect of which the articles provide that the company shall be dissolved, as the case may be and appointing an insolvency professional to act as the liquidator.*

Provided that the company owes any debt to any person, creditors representing two-thirds in value of the debt of the company shall approve the resolution passed under sub-clause © within seven days of such resolution

4. *The company shall notify the Registrar of Companies and the Board about the resolution under sub-section (3) to liquidate the company within seven days of such resolution or the subsequent approval by the creditors, as the case may be.*
5. *Subject to approval of the creditors under sub-section (3), the voluntary liquidation proceedings in respect of a company shall be deemed to have commenced from the date of passing of the resolution under sub-clause © of sub-section (3).*
6. *The provisions of sections 35 to 53 of Chapter III and Chapter VII shall apply to voluntary liquidation proceedings for corporate persons with such modifications as may be necessary.*
7. *Where the affairs of the corporate person have been completely wound up, and its assets completely liquidated, the liquidator shall make an application to the Adjudicating Authority for the dissolution of such corporate person.*
8. *The Adjudicating Authority shall on an application filed by the liquidator under sub-section (7), pass an order that the corporate debtor shall be dissolved from the date of that order and the corporate debtor shall be dissolved accordingly.*
9. *A copy of an order under sub-section (8) shall, within fourteen days from the date of such order, be forwarded to the authority with which the corporate person is registered.*

8. A bare perusal of the material available on record shows that the Board of Directors of the Company has taken a conscious decision to close down the company. Thus, the Board of Directors of the company has unanimously proposed to liquidate the company by invoking the provisions of voluntary liquidation under Section 59 of the Code.

9. It has been mentioned in the petition that the Board of Directors in its meeting dated 30.06.2020, the shareholders of the petitioner company by special resolution approved the voluntary liquidation of the company and the appointment of Sh.Sunil Kumar Agrawal, Insolvency Professional, to act as Liquidator of the company on 10.07.2020.

10. From the perusal of the record of the case, it is seen that the Liquidator, after his appointment, has duly performed his duties and completed the necessary formalities to

complete the liquidation process of the Petitioner Company, which has been averred in the present petition and, thus, the liquidator has prayed for an order from this Tribunal to dissolve the Petitioner Company.

11. Since there is no objection received from any angle opposing the proposed voluntary liquidation/dissolution of the company either from the side of the shareholders or from creditors, nor any adverse comment, has been received from the public at large against such liquidation/dissolution, despite there being a public announcement by the liquidator and also updation of the same on 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 and Haryana, as per Form MGT-14 and Form GNL-2.

12. The Registrar of Companies filed its report, whereby it stated that no inquiry / inspection / complaint / legal action has been proceeded / pending against the subject company. The IBBI report is filed wherein it is stated that neither any action is contemplated by the Board, nor any action is pending against the liquidator before it. The Board has no observation against the dissolution of the Corporate Debtor.

13. Apart as per record of the present case, it is seen that the company is not found involved in such kind of business activities, which are detrimental to the interest of the public at large. Further, it is not the case that the proposed liquidation may adversely affect its shareholders/members or is contrary to the provisions of the law.

14. The Liquidator had filed copies of the paper publication as well as copies of the paper announcement in Form-A. The Liquidator is found to have complied with the statutory provision to complete the liquidation process by taking necessary steps, as it is

evident that the account of the Petitioner company in the Punjab National Bank was closed on 03.06.2022. The Liquidator had further intimated to the Income Tax Department regarding the voluntary liquidation of the company as well as his appointment as the liquidator.

15. The Liquidator has also annexed a copy of the preliminary report, a copy of the Final Report, Form GNL-2, along with a proof of service with the present application.

16. By taking into consideration the above-stated facts and circumstances, the present application deserves to be allowed for the proposed Liquidation/Dissolution of the Corporate Person.

17. Consequently, this Adjudicating Authority, in the exercise of the power conferred to it under Section 59 (8) of the Insolvency and Bankruptcy Code, 2016, orders that the Corporate Person (Petitioner Company) M/s Satya Protech Private Limited shall stand dissolved with effect from the date of this order, i.e. 23.09.2024.

18. The Liquidator is directed to communicate a copy of this order to the respondent, i.e. Registrar of Companies, NCT of Delhi and Haryana, wherein the registered office of the company is situated. Further, a copy of this order should also be communicated to the IBBI for information. Such communication should be made within the stipulated period of fourteen (14) days from the date of receipt of an authentic copy of this order.

19. The Registry is directed to communicate a copy of this order to the Registrar of Companies, NCT of Delhi and Haryana, as well as to the Insolvency and Bankruptcy Board of India (IBBI).

20. Thus, the present Company Petition is allowed and stands disposed of.

Sd/- Sd/-

(Subrata Kumar Dash)
Member (Technical)

(Harnam Singh Thakur)
Member (Judicial)

September 23, 2024
Vansh