

**BEFORE THE ADJUDICATING AUTHORITY
NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD
Court 2**

C.P.(I.B) No.210/NCLT/AHM/2020

**Coram: HON'BLE Ms. MANORAMA KUMARI, MEMBER JUDICIAL
HON'BLE Mr. CHOCKALINGAM THIRUNAVUKKARASU, MEMBER TECHNICAL**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD BENCH
OF THE NATIONAL COMPANY LAW TRIBUNAL ON 06.08.2020**

Name of the Company: Vinodkumar Surendralal Shah Liquidator
of Roger Trading Enterprises Pvt Ltd
V/s
ROC Gujarat

Section : Section 59(7) of the Insolvency and Bankruptcy
Code r.w 38 of IBBI, 2017

| <u>S.NO.</u> | <u>NAME (CAPITAL LETTERS)</u> | <u>DESIGNATION</u> | <u>REPRESENTATION</u> | <u>SIGNATURE</u> |
|--------------|-------------------------------|--------------------|-----------------------|------------------|
| 1. | | | | |
| 2. | | | | |


**ORDER
(through video conferencing)**

Learned PCS, Mr. Vinodkumar S Shah appeared on behalf of the Petitioner.

The Order is pronounced in the open court vide separate sheet.


**CHOCKALINGAM THIRUNAVUKKARASU
MEMBER TECHNICAL**

Dated this the 6th day of August, 2020


**MANORAMA KUMARI
MEMBER JUDICIAL**

**BEFORE THE ADJUDICATING AUTHORITY
NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CP (IB) No.210/59r.w. 38/NCLT/AHM/2020

[Under Section 59 read with Regulation 38 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017]

In the matter of:

Roger Trading Enterprises Pvt. Ltd.(In Liquidation)

Mr.VinodkumarSurendralal
Shah, Liquidator of Roger
Trading Enterprises Pvt. Ltd. (In
Liquidation), having registered
office at13, Tirupati Estate,
Behind Supreme Hotel, Opp.
Bansidhar Textiles, Narol, Applicant Company
Ahmedabad-3802 504

Versus

The Registrar of Companies
ROC Bhavan, Opp. Rupal Park
Nr. Ankur Bus Stand, Naranpura
Ahmedabad-380 013, Gujarat
....Respondent

Order delivered on 06/08/2020.

Coram: Hon'ble Ms. ManoramaKumari, Member (J)

And

Hon'ble Mr. ChockalingamThirunavukkarasu, Member (T)

Appearance:

PCS,Mr.Vinodkumar S. Shah,Liquidator of the Applicant Company.

ORDER

[Per se: Mr.ChockalingamThirunavukkarasu, Member (T)]

Chockalingam

Manorama

1. The present Company Petition is filed under Section 59 read with Regulation 38 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, by the Liquidator, Mr. Vinodkumar Surendralal Shah, Practicing Company Secretary & Insolvency Professional, on behalf of the Applicant Company "**Roger Trading Enterprises Pvt. Ltd.**", seeking an order for dissolution of the Corporate Person/Applicant Company.
2. Brief facts raising to the present Company Petition and are felt necessary for disposal of the same are narrated hereunder;
 - i) The Applicant Company, i.e., M/s. Roger Trading Enterprises Pvt. Ltd., (under voluntary liquidation), incorporated on 08.01.1985, under the provisions of the Companies Act, 1956, in the name of Roger Trading Enterprises Limited and, thereafter, name of the company was changed to Roger Trading Enterprises Private Limited with CIN No. U51494GJ1985PTC007561 and is having its Registered Office at 13, Tirupati Estate, Behind Supreme Hotel, Opp. Bansidhar Textiles, Narol, Ahmedabad-382 504.
 - ii) It is stated that the applicant company was not carrying any business activities for almost preceding 10 years and not earning any business profits except the income from investments as also sale of assets of the company. Thus, it does not serve any fruitful purpose to maintain the status

Shri. Vinodkumar Surendralal Shah

Attorney
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of the Corporate person. Further stated that the main reason of non-operation of business activities was age group of the directors and their intention not to continue the business of the company. Hence, the directors of the Corporate person felt that there is no alternative but to put Corporate person into Voluntary Liquidation, realize the assets thereof and distribute the proceeds to the members.

- iii) The Memorandum and Articles of Association of the company and Extract of Master Data have been annexed as Annexure-A in the main petition.
- iv) The list of shareholders and directors of the company has been annexed as Annexure-B in the main petition.
- v) The applicant has stated that the Directors of the petitioner company having considered the matter was of the view to close down the company through Voluntary Liquidation. **Because they are not earning any business profits except the income from investments as also sale of assets of the company.** Therefore, it is not financially viable for the company to carry out its business activities. Therefore, the Directors proposed for voluntary liquidation of the applicant company. It is further stated that in order to meet statutory requirement of the provisions of Section **59** of the I&B Code, the Directors of the Company made necessary declaration to this effect and filed Declaration of solvency dated 28.03.2019 and Form GNL-2 for declaration of solvency has been filed with

Sharan Singh

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the Ministry of Corporate Affairs vide SRN H51155034 dated 13.04.2019.

- vi) The applicant has also annexed a copy of such declaration of solvency along with a copy of audited financial statements of the company for previous two years, as Annexure-C. Further a copy of Form No. GNL-2 vide SRN H51155034 dated 13.04.2019 along with challan has been annexed as Annexure-D.
- vii) It is further stated the Corporate person had passed the necessary special resolution in its Extra Ordinary General Meeting held on 09.04.2018, to accord consent to liquidate the affairs of the Corporate person under Voluntary Liquidation of the Corporate Person, subject to confirmation by the Adjudicating Authority, and also appointed Mr. Vinodkumar Surendralal Shah, Insolvency Professional, having Registration No. IBBI/IPA-002/IP-N00610/2018-19/11857 to act as Liquidator of the Corporate person for the purpose of the Voluntary Liquidation of the affairs of the Corporate person.
- A copy of such resolution passed at the Extraordinary General Meeting as well as copy of Attendance Register of EGM, is annexed as Annexure-E with the main petition.
- viii) It is also reported that on commencement of liquidation process voluntary to liquidate the company, the liquidator duly informed to the Registrar of Companies, Gujarat, in Form MGT-14 along with copy of special resolution passed





in EGM dated 09.04.2019 was filed vide SRN H51152841 dated 13.04.2019. A copy of MGT-14 along with its paid challan is also annexed with the petition as Annexure-F.

- ix) It is further stated that pursuant to Regulation 3(2) intimation of liquidation was submitted by the Corporate Person to the Board and the Registrar of Companies, vide its letter dated 10.04.2019 to the ROC and mail dated 10.04.2019 to the Board.

A copy thereof is also annexed with the present petition, as Annexure-G.

- x) It is also stated that the liquidator has made public announcement of commencement of liquidation in Form A, "Free Press", English Newspaper on 10.04.2019 and "Lokmitra", Gujarati Newspaper on 10.04.2019, inviting claims of stakeholders, if any, to be submitted on or before 09.05.2019. Copy of public announcement has been annexed with present petition as Annexure-H. Further, Public announcement has also been uploaded on the website of IBBI on 10.04.2019. The proof of public announcement on the website has also annexed with the present petition, as Annexure-I.

- xi) It is further stated that as required under Regulation 9 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, Preliminary Report dated 17.05.2019 was submitted to the Corporate





Person by the applicant/liquidator. Copy of the same has been annexed with the petition as Annexure-J.

- xii) The applicant Liquidator has opened a separate Bank Account in the name of "Roger Trading Enterprises Pvt. Ltd. in voluntary liquidation" with the **Axis Bank, Sector 16 Branch, Gandhinagar on 09.05.2019**, for realization and payment to the members as per the statutory requirement of regulations. After distribution of the available funds, the account was closed. The Current Account of the company was continued since there was pending refunds from the Income Tax Department, which would be deposited in the Current Account. A copy of Bank Statement of the Liquidation Account and Current Account has been annexed with the petition, as Annexure-K.
- xiii. It is further stated that the Liquidator has also informed to the Income Tax Authorities, the Registrar of Companies and the IBBI, about the commencement of voluntary liquidation and about the appointment of the Liquidator. It is further stated that the Income Tax Department has issued Certificate dated 15.10.2019 informing that the department has no objection if the liquidator distributes the proceeds that may be realized after liquidating the assets of the Company. Copy of the said Certificate has also annexed with the present petition, as Annexure-M.





- xiv) It is further stated since there were no creditors with the Corporate Persons, the Liquidator had meetings with the directors on 21.05.2019 and 20.12.2019. Copy of the minutes of the said meeting has also annexed with the present petition, as Annexure-N.
- xv) The applicant Liquidator further states that the Auditors certificates on the liquidation, showing receipts and payments pertaining to liquidation since the date of its commencement are annexed as Annexure-O with the present petition.
- xvi) It is further stated that there were no assets with the company except balance in the current account and income tax refund which was transferred/deposited in the separate bank account (voluntary liquidation) opened with Axis Bank. After making the payments of liquidation cost, the remaining amount was distributed amongst the shareholders after deduction of applicable dividend distribution tax. The amount of tax deducted has been paid to the Income Tax Department. The amount distributed is Rs.25,06,991/- comprising of face value of the equity of Rs.24,75,000/- and Rs.25,415/- dividend net of tax after deduction of dividend distribution tax of Rs.6,576/-. Each shareholder received Rs.0.102686 per share exclusive of tax. Distribution was made by giving instructions to the Axis Bank where liquidation account is maintained on 24.12.2019 to credit the amount directly to the bank accounts of respective shareholders. Copy of the




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table showing calculation of distribution along with letter to the Axis Bank is also annexed with the present petition, as Annexure-P.

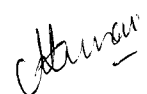
xvii) That apart, it is further reported that a copy of the final report has been submitted to the Registrar of Companies on 02.03.2020, to IBBI on dated 02.03.2020 via email. A copy of final report, intimation to ROC duly acknowledged, GNL-2 with Challan and copy of email to IBBI, annexed as Annexure-Q.

xviii) It is further stated that the Corporate person is not registered with any Govt. authorities except with the Income Tax Department. Original copy of the PAN card has been surrendered to the Income Tax Authorities vide letter dated 29.01.2020 and a copy of the same duly acknowledged is enclosed with the petition, as Annexure-R.

xix) The applicant liquidator has further informed that having made necessary payment to the shareholders of the company as well as income tax, the liquidator has closed down the liquidation account.

3. On the basis of above stated grounds and reasons, the company, through the liquidator, has prayed for an order from this Tribunal for dissolution of the applicant company and making a declaration to this effect.





4. Having heard the oral submission of Mr. Vinodkumar Surendralal Shah, the Liquidator of the applicant company and by going through the contents of present petition, we duly considered the merits thereof, in the light of the statutory provisions of Section 59 of the IBC read with other relevant Regulations.
5. By perusal of the material available on record, shows that the Board of Directors of the Company has taken a conscious decision for closing down the company, because **they are not earning any business profits except the income from investments as also sale of assets of the company.** Therefore, according to them, it would not be a wise decision to carry on company's business activities from the economic point of view. Thus, the Board of Directors of the company unanimously have proposed to liquidate the company through invoking the provisions of voluntary liquidation under Section 59 of the IBC.
6. It has been clarified in the present petition that there are **no creditors, i.e. either secured creditors or unsecured creditors**, in the company. Therefore, the company was having its own resources and net worth, which has already been distributed / apportioned among its shareholders. The company has duly passed the requisite Special Resolution in its **Extra Ordinary General Meeting (EOGM) on 9th April 2019** by confirming the decision of its Board of Directors and proposing for its Voluntary Liquidation. The EOGM also passed a further



resolution to appoint a Liquidator for such purposes, by appointing **Mr. Vinodkumar Surendralal Shah**, the Practicing Company Secretary as Liquidator.

7. A perusal of the record of the case, it may be 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 petition and, thus, the liquidator has prayed for an order from this Tribunal to dissolve the applicant company.
8. Since there is no objection received from any angle opposing the proposed voluntary liquidation of the company either from the side of shareholders or from creditors nor any adverse comment is received from public at large against such liquidation, despite a public announcement was made by the liquidator in the website of the Insolvency and Bankruptcy Board of India (IBBI). It is also evident that the proposed liquidation is duly communicated to the Registrar of Companies, Gujarat, as per Form MGT-14 and Form GNL-2 that same is also reported to have been approved. **Moreover, it is a matter of record that there was no representation from, in respect of the present liquidation petition, from the side of the Registrar of Companies (ROC), Gujarat, Ahmedabad as well as Shareholders of the Corporate person, despite proper notice issued to RoC as well as the shareholders of the Corporate person.**





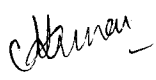
9. That apart, as per record of the present case. It may be seen that the company is not found involved in such kind of business activities, which are detrimental to the interest of public at large. Further, it is not the case that the proposed liquidation may affect adversely to its shareholders or contrary to the provision of law.
10. The Liquidator has filed copies of paper publication as well as copy of paper announcement in Form-A. The Liquidator is found to be have complied with the statutory provisions to complete the liquidation process by taking necessary steps as it is evident that he duly opened an account in the name of Corporate Person with **Axis Bank** for realization and payment to the members. He has further intimated to the Income Tax Department and **Income Tax Department has also issued Certificate dated 15.10.2019 informing that the department has no objection if the liquidator distributes the proceeds that may be realized after liquidating the assets of the Company.** The Liquidator has also prepared and filed preliminary report (as Annexure-J).
11. 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.
12. 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 Corporate Person



(Applicant Company) "**M/s. Roger Trading Enterprises Pvt. Ltd.**" shall stand dissolved with effect from **06/08/2020**.

13. The Liquidator is directed to communicate a copy of this order to the respondent i.e. Registrar of Companies (Gujarat), wherein the registered office of the company was situated. Further, a copy of this order should also be communicated to the IBBI, New Delhi and other statutory authorities, 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.
14. The Registry is also directed to communicate a copy of this order to the Registrar of Companies, Gujarat as well as to the Insolvency and Bankruptcy Board of India (IBBI).
15. Accordingly, the present Company Petition is allowed and stands disposed of.


Chockalingam Thirunavukkarasu
Member (Technical)


Manorama Kumari
Member (Judicial)