

IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
COURT - 2

ITEM No.301
CP(IB)/336(AHM)2022

Order under Section 59(7) IBC r.w 38 IBBI, 2017

IN THE MATTER OF:

'Bhavan Trivedi Liquidator of Special Engineering (Halol) PvtApplicant
Ltd

.....Respondent

Order delivered on: 29/01/2024

Coram:

Mrs. Chitra Hankare, Hon'ble Member(J)
Dr. Velamur G Venkata Chalapathy, Hon'ble Member(T)

ORDER

The case is fixed for pronouncement of order

The order is pronounced in open Court vide separate sheet.

-Sd-

DR. V. G. VENKATA CHALAPATHY
MEMBER (TECHNICAL)

-Sd-

CHITRA HANKARE
MEMBER (JUDICIAL)

**BEFORE THE NATIONAL COMPANY LAW
TRIBUNAL, AHMEDABAD BENCH
COURT NO.II**

CP(IB)/336(AHM)/2022

[Application under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 read with the Regulation 38(3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 for dissolution of the Corporate Person]

In the matter of **Special Engineering (Halol) Private Limited**

CA Bhavan Trivedi Liquidator of **Special Engineering (Halol) Private Limited**

(Under Voluntary Liquidation)

55,6th Floor, Shree Krishna Centre,
Near Mithakhali Six Roads,
Navrangpura, Ahmedabad-380009.

... Liquidator / Applicant

Order Pronounced on 29.01.2024

CORAM:

**MRS. CHITRA HANKARE
HON'BLE MEMBER (JUDICIAL)**

**MR. VELAMUR G VENKATA CHALAPATHY
HON'BLE MEMBER (TECHNICAL)**

Appearance:

For Applicant : Mr.Amrish Gandhi, PCS
For RoC : Ms.RupaSuthar, Dy.Roc

ORDER

1. The instant Application filed by the Special Engineering (Halol) Private Limited (herein after referred to as the Company/Corporate Person) through the Liquidator, namely, **Mr.Bhavan Trivedi** for dissolution of corporate person through voluntary liquidation under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as “IBC, 2016”) read with Regulation 38 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 (“IBBI Regulations”).
2. The Company was incorporated as a Private Limited company under the provisions of Companies Act, 1956 on 01.09.1979 bearing CIN:U34201GJ1979PTC003491 having Registered office at 26, Neelkanth Society, Near Lions Hall, Vadodara, Gujarat-390007 within the territorial jurisdiction of Registrar of Companies, Ahmedabad, Gujarat which is falling under the jurisdiction of this Tribunal.
3. The authorised share capital of the company is Rs. 20,00,000/- (Rupees Twenty Lakhs only) divided into 20,000 (Twenty Thousand Only) equity shares of Rs. 100/- (Rupees Hundred Only) each. The issued, subscribed and paid-up share capital of the company is Rs. 7,71,000/- (Seven Lakhs Seventy One Thousand Only) divided into 7,710 (Seven Thousand Seven

Hundred and Ten Only) equity shares of Rs. 100/- (Rupees Hundred Only) each.

4. The corporate person is carrying out business as per its memorandum of association. Copy of memorandum of association is annexed along with this application.
5. It is stated in the petition that in the absence of new business opportunities, the Board deemed it not prudent to continue operations. The Board further noted that the business of the Company was no longer able to be revived in the near future and proposed to file for Voluntary Liquidation. Hence, Board of Directors of the company considered this matter and resolved to liquidate the affairs of the company. As proposed by the board, the extra ordinary general meeting was held on 11.05.2022. In the extra ordinary general meeting of the shareholders of the company which took place on 11.05.2022 passed a special resolution required under Section 59(3)(c) of the Code r.w IBBI (Voluntary Liquidation Process) Regulations, 2017 (**Regulations**) to liquidate the applicant company voluntarily and appointed CA Bhavan Trivedi, Insolvency Professional, having IP Registration No. IBBI/IPA-001/IP-P00335/2017-18/10605 to act as a Liquidator of the company.
6. The board of directors of the company has filed Declaration of Solvency in accordance with Section 59(3)(a) of IBC,2016 with the

Registrar of Companies, Gujarat (“RoC”) vide E-Form GNL-2 vide SRN: T98579253. A copy of special resolution passed in extraordinary general meeting along with notice of EGM was submitted to the Registrar of Companies, Gujarat in the E-Form MGT-14 vide SRN: F01161165. The company had filed E-Form GNL-2 after approval from the members of the corporate person with the Registrar of Companies, Gujarat (RoC) vide SRN: F01163153.

7. The Liquidator made a public announcement of commencement of liquidation in Form A of schedule I as per Regulation 14 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 in English “The Indian Express” and in Gujarati “Vadodara Samachar” dated 14.05.2022, to call upon the stakeholders to submit their claims within 30 days from the date of commencement of liquidation. The public announcement was also submitted to the IBBI.
8. As per the provisions of Section 178 of the Income Tax Act, 1961 the liquidator intimated the commencement of liquidation and appointment of liquidator to the Income Tax Authority on 18.05.2022. The same was also intimated to the RoC, Central Government through Regional Director, Regional Director (Reserve Bank of India), ICAI IIP, Bank of Baroda and the Insolvency and Bankruptcy Board of India.

9. The liquidator had opened a separate bank account as per Regulation 34(1) of IBBI (Voluntary Liquidation Process) Regulations, 2017, with HDFC Bank bearing Account No.50200072422552 in the name of “Special Engineering (Halol) Private Limited in Voluntary Liquidation”. The same account has been closed on 17.12.2022 and closure certificate has been issued by the concerned bank.
10. As required under Regulation 9 of the Regulation, liquidator has submitted Preliminary Report on 23.06.2022.
11. In pursuant to public advertisement liquidator has not received any claim from financial creditor, operational creditor or workmen or employees or their representatives. However, the liquidator has received the claims from the 20 shareholders amounting to 7,71,000/- . The liquidator certified that the claims were verified in terms of Regulation 29(1) of IBBI (Voluntary Liquidation process) Regulations, 2017. The said claims have been fully discharged by the liquidator by 04.11.2022. The details of distribution to stakeholders have been defined as per section 52 and 53 of the Code, 2016 in the form H by the liquidator. Financial Statement shows that the company does not have any debt or liabilities to be discharged or any claims.
12. It is submitted that as on commencement date of liquidation i.e 11.05.2022 Company did not have any fixed assets, therefore,

valuation thereof was not required. Copy of the financial statement for the F.Y. 2021-22 annexed with the present application.

13. A final report submitted by the liquidator on 05.12.2022 under Regulation 38 of the Regulation, showing receipt and payment pertaining to liquidation and other details as required under such regulation are as under:

| Date | Receipts | Amount (Rs.) | Date | Payments | Amount (Rs.) |
|-------------|-----------------------------|---------------------|-------------|-----------------------------------------------|---------------------|
| 04-05-2022 | Opening Balance of Bank | | | A. <u>Distribution to Contributors</u> | |
| | Cash Balance | 2,857.58 | 18-10-2022 | Provisions for Expenses (Audit Fees) | 5,900 |
| | Bank of Baroda (Sayajigunj) | 16,39,304.75 | | B. <u>Income Tax</u> | |
| | | | 15-10-2022 | Self Assessment Tax | 8,065 |
| | | | 16-05-2022 | Interest on TDS | 128 |
| | | | | C. <u>Professional Fees</u> | |
| | | | 19-05-2022 | Legal & Professional Fees | 1,840 |
| | | | 01-06-2022 | Audit Fees to Dushyant J, Dalal | 11,800 |
| | | | 15-06-2022 | Paid to Nirali Gandhi | 2,000 |
| | | | 19-08-2022 | D. <u>Other Liquidation Expenses</u> | |
| | | | 13-09-2022 | Ruxmaniben Bhikhabhai Solanki (Workmen | 1,55,000 |

| | | | | | |
|--|--------------|------------------|------------|-----------------------------------------------------------------|------------------|
| | | | | Compensation) | |
| | | | 02-09-2022 | Courier Charges | 360 |
| | | | 19-09-2022 | S K Rubber Stamp (Printing & Stationery) | 150 |
| | | | | Round Off | 7.58 |
| | | | 30-09-2022 | Bank Charges | 29.50 |
| | | | 01-10-2022 | Courier Charges | 430 |
| | | | | E. Liquidation Cost | |
| | | | 30-06-2022 | Advertisement Expenses paid by AGSK & ASSO on behalf of company | 16,338 |
| | | | 18-10-2022 | ASGK & ASSO | 59,000 |
| | | | 01-10-2022 | Bhavan Trivedi | 1,00,000 |
| | | | | F. Distribution to Stakeholders | |
| | | | 23-09-2022 | Dividend Paid | 7,71,443.60 |
| | | | 07-10-2022 | TDS paid on dividend | 84,236 |
| | | | 16-05-2022 | TDS paid on dividend | 2,840 |
| | | | 01-11-2022 | Payment to shareholders on Liquidation | 3,84,711.16 |
| | | | 04-11-2022 | Payment to shareholders on Liquidation | 37,813.49 |
| | Total | 16,42,162 | | Total | 16,43,162 |
| | | .33 | | | .33 |

14. The said final report was submitted with the Registrar of Companies, Gujarat vide E-Form GNL-2 vide SRN:F51933117. The same was also submitted to the Insolvency and Bankruptcy Board of India through speed post on 07.02.2022 and by E-mail on 09.12.2022.
15. Notice of this petition was sent to the Registrar of Companies, Central Government through Regional Director (North Western Region), Regional Director of Reserve Bank of India and Income Tax Department. The Income Tax Department has filed its report/representation dated 28.03.2023, in respect of the Company, stating that *“there are no proceedings pending in the case of Special Engineering (Halol) Private Limited (PAN: AADCS2715G). It is also intimated that there is no demand outstanding in the case of above mentioned assessee.”* No reply/report from Registrar of Companies, Central Government through Regional Director.
16. Applicant filed affidavit dated 03.07.2023 confirming that no investigation or enforcement proceeding pending against the Corporate Person. Further, on 18.12.2023 Dy. RoC appeared virtually and submitted that they have no objection for allowing this application.
17. Heard Learned PCS Mr. Amrish Gandhi for the Applicant/Corporate person, Rupa Suthar for Dy. RoC and

perused the material and documents made available on record. On being satisfied that the affairs of the Company have been completely wound up and the assets of the Applicant Company have been completely liquidated and that no objection has been received from relevant authorities nor any liabilities need to be paid further, as such the Applicant Company deserves to be dissolved. Accordingly, in exercise of the power conferred under Section 59(8) of IBC, 2016 we hereby pass by following order:

ORDER

- i. Application is allowed.
- ii. M/s. Special Engineering (Halol) Private Limited having CIN: U34201GJ1979PTC003491 the Applicant Company shall stand dissolved from the date of this order.
- iii. The Liquidator is directed to file this order with the concerned Registrar of Companies, Income Tax Department and IBBI within 14 days from the date of this order for information and necessary action.
- iv. The liquidator is also directed to file this order with all other Statutory Authorities connected with the affairs of the company.
- v. The Liquidator shall preserve a physical or an electronic copy of the reports, registers and books of account referred to in Regulation 8 and 10 of IBBI Regulations for at least eight

years after the dissolution of the Corporate Person, either with himself or with an information utility.

- vi. Accordingly, CP(IB)/336(AHM)2022 is disposed of.

-Sd-

-Sd-

DR. V.G. VENKATA CHALAPATHY
MEMBER (TECHNICAL)

CHITRA HANKARE
MEMBER (JUDICIAL)