



**IN THE NATIONAL COMPANY LAW TRIBUNAL MUMBAI BENCH-VI
CP (IB) No.935/MB/2023**

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

IN THE MATTER OF

ATLAS CONVERTING EQUIPMENT (INDIA) PRIVATE LIMITED

(CIN: U74930MH2011FTC223810)

Registered Office: 303, Borivali Rakhi SRA CHS Ltd.

Kaikasturba Road No.3, Near Jagruti CHSL

Borivali (East),

Mumbai-400066

Maharashtra

...Applicant/ Corporate Person

Pronounced: 26.07.2024

CORAM:

HON'BLE SHRI K. R. SAJI KUMAR, MEMBER (JUDICIAL)

HON'BLE SHRI SANJIV DUTT, MEMBER (TECHNICAL)

Appearances: Hybrid

Applicant: PCS Nithish Banger.



ORDER

[PER: SANJIV DUTT, MEMBER (TECHNICAL)]

1. BACKGROUND

1.1 The present Company Petition has been filed by Mr. Kashyap A. Shah, Liquidator of **ATLAS CONVERTING EQUIPMENT (INDIA) PRIVATE LIMITED** (hereinafter referred to as “the Company/ Corporate Person”), on 17.08.2023 under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as “the Code”) read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 (hereinafter referred to as “the Voluntary Liquidation Regulations”) seeking dissolution of the Company/ Corporate Person. The Company was engaged in the business of providing marketing assistance services till November, 2021. It is submitted that the Corporate Person has complied with the requisite formalities and procedure of liquidation as per law.

1.2 The Company/ Corporate Person was incorporated as a Private Limited Company under the provision of the Companies Act, 1956, on 11.11.2011 with the Registrar of Companies, Mumbai (hereinafter referred to as “the RoC”). The registered office of the Company is situated at 303, Borivali Rakhi SRA CHS Ltd., Kaikasturba Road No.3, Near Jagruti CHSL, Borivali (East), Mumbai-400066, Maharashtra. The authorised share capital of the Company is Rs.10,00,000/- divided into 1,00,000 equity shares of Rs.10/- each. The issued, subscribed and fully paid-up share capital of the Company is Rs.1,00,000/- divided into 10,000 equity shares of Rs.10/- each held by two foreign companies. The details of paid-up share capital of the Corporate



Person as on the Liquidation Commencement Date, i.e., 22.05.2023 are as follows:-

| Sr. No | Name of Shareholder | No. of Shares Held | % Holding |
|--------|--|--------------------|----------------|
| 1. | Atlas Converting Equipment Limited, UK | 9999 | 99.99% |
| 2. | Atlas Converting (UK Holdings) Limited [as a nominee of Atlas Converting Equipment Limited] | 1 | 00.01% |
| | | 10,000 | 100.00% |

1.3 At the time of filing the Company Petition, the Company had two directors, namely, Mr. Sushil Verma (DIN: 07206689) and Mr. Ajit Jyotishkumar Shah (DIN: 01453901). On 23.05.2023, Mr. Ajit Jyotishkumar Shah resigned and Mrs. Veena Dhaneria (DIN: 10168525) was appointed as a new Director. A copy of Form No.DIR-12 filed by the Company with the RoC has been placed on record by way of Additional Affidavit dated 22.07.2024.

1.4 The main objects of the Company are as follows:

a. To carry on the business of manufacturers, fabricators, dealers, export, importer, manufactures representatives, agents, commission agent, mercantile agent, indentors, distributors, stockists, lessors, jobbers, contractors, suppliers, wholesalers, brokers, commission agents, traders, retailers, laminator, animator for packaging and processing machineries, equipments,



instruments and other spare parts made from all kinds of metal and non-metal fabrications, extrusions, structural castings, engineering goods not limited to machinery used for packaging materials, import and export of industrial slitting and rewinding equipment for the plastic film, label manufacturing, paper manufacturing and packaging industries and supply of relevant spare parts, provision of relevant after-sale services, technical services and other ancillary services as also other machineries like CNC machine tools, conventional machineries, plant and machinery for textile industries, engineering industries, pharmaceutical, chemical, food and beverages and other industries and to provide servicing of those machineries and equipments for and undertaking fabrication job for industrial construction and commercial purpose on turnkey basis or otherwise in India and abroad and other activities.

2. AVERMENTS OF THE COMPANY/ CORPORATE PERSON

- 2.1 It is submitted that the shareholders of the Company were of the opinion that the Company has been non-operative since November, 2021 and has had no revenue from operations since then. Further, the promoters do not have any future business plans. Thus, it was not viable for the Company to carry on its business activities. Therefore, it is proposed to liquidate the Company through voluntary liquidation. Hence, it is in the best interest of the Company to wind up the affairs voluntarily.
- 2.2 Accordingly, the Board of Directors of the Company conducted a thorough inquiry into the Company's affairs and formed an opinion that it would be



able to pay its debts in full from the proceeds of assets to be sold in the Voluntary Liquidation under Section 59 of the Code. Both Directors of the Company have made the Declaration of Solvency in this regard on Affidavit dated 19.05.2023 and also stated that the Company is not being liquidated to defraud any person. As there was a change of Directors on 23.05.2023, as stated above, a fresh Affidavit of Declaration of Solvency obtained from the new Director, Ms. Veena Dhaneria dated 18.07.2024 has been placed on record by the Liquidator vide Additional Affidavit on 22.07.2024.

2.3 The proposal for voluntary liquidation was considered in the Board Meeting held on 19.05.2023 and a resolution to initiate the voluntary liquidation process of the Company was approved. Moreover, in the shareholders' Extra-ordinary General Meeting held on 22.05.2023, a special resolution was passed under Section 59 of the Code read with the Voluntary Liquidation Regulations for the commencement of voluntary liquidation and appointment of CS Mr. Kashyap Shah, an Insolvency Professional with Registration No.IBBI/IPA-002/IP-N00367/2017-18/11035 as the Liquidator of the Company for the purpose of voluntary liquidation of the Company.

2.4 The Liquidator has placed on record the declaration by majority of Directors along with audited Financial Statements for the financial year 2021-22. The special resolution and the appointment of the Liquidator were communicated to the RoC, Mumbai through SRN: AA2689522 and Form No.MGT-14 on 23.05.2023. The Company notified the Insolvency and Bankruptcy Board of India (hereinafter referred to as "the IBBI"), New Delhi about the passing of a Special Resolution to liquidate the Company *vide*



email dated 24.05.2023. A Declaration of Solvency in accordance with Section 59(3)(a) of the Code was filed with the RoC, Mumbai by way of E-form GNL-2 (SRN: AA2689522) dated 31.05.2023.

- 2.5 A public announcement of the commencement of liquidation in Form A of Schedule I as per Regulation 14 of Voluntary Liquidation Regulations was made in the "Business Line" (in English) and "Pratahkal" (in Marathi) on 23.05.2023 seeking submission of claims by stakeholders, if any, by 21.06.2023. The public announcement was also submitted to the IBBI to be placed on its website.
- 2.6 It is submitted that the Liquidator did not receive any claims from operational creditors, financial creditors, workmen, employees or other stakeholders pursuant to Regulations 16, 17, 18 and 19 of the Voluntary Liquidation Regulations.
- 2.7 In terms of Section 178(1) of the Income-tax Act, 1961, the Liquidator informed the Income-tax Authority about the commencement of voluntary liquidation and his appointment as Liquidator of the Corporate Person on 27.05.2023 through email and Speed Post with tracking ID No. EG032421937IN delivered on 31.05.2023.
- 2.8 It is further submitted that a Liquidation Bank Account designated as "Atlas Converting Equipment (India) Private Limited" was opened with the Axis Bank, Race Course Branch, Vadodara on 17.06.2023 with Account number 923020030777790 for the purpose of distributing the proceeds from realisation to the stakeholders.



2.9 As required under Regulation 9(1) of the Voluntary Liquidation Regulations, the Liquidator prepared and submitted the Preliminary Report dated 04.07.2023. Further, it is submitted that as per Regulation 30 of the Voluntary Liquidation Regulations, a list of stakeholders of Atlas Converting Equipment (India) Private Limited (In Voluntary Liquidation) was required to be published. However, as there were no claims by any stakeholders, such a list was not published.

2.10 The Liquidator submits that he has duly maintained the registers and books in accordance with Regulation 10(2) and Schedule II of the Voluntary Liquidation Regulations. The bank account was maintained in compliance with Section 59 of the Code and Regulation 34 of the Voluntary Liquidation Regulations. The company did not have any assets other than current assets in the form of cash and cash equivalents which were transferred to a bank account in the name of the Company in voluntary liquidation with Axis Bank Ltd, Race Course Branch, Vadodara (Liquidation Account). As on 22.05.2023 (the date of commencement of liquidation), the Company did not have any fixed assets and, therefore, valuation thereof was not required.

2.11 According to the books and records made available to the Liquidator, the Company has no creditors and no pending litigation. Further, according to the Company's records, income tax assessments up to the Assessment Year 2022-23 have been completed and the income-tax payable for those years has been paid. Tax return for the Assessment Year 2023-24 has also been filed.



2.12 It is submitted that Circular No. IBBI/LIQ/45/2021 dated 15.11.2021 issued by the IBBI has clarified that as per the provisions of the Code and the Voluntary Liquidation Regulations read with Section 178 of the Income-tax Act 1961, an Insolvency Professional handling voluntary liquidation process is not required to seek any No Objection Certificate/ No Dues Certificate from the Income-tax Department. Copy of the said Circular is annexed to the Application.

2.13 It is further submitted that after meeting necessary expenses, a sum of Rs.42,48,772.50/- was available in the "Atlas Converting Equipment (India) Private Limited" account maintained with the Axis Bank Ltd. for distribution among the shareholders in proportion to their shareholding. Accordingly, on 19.07.2023, this surplus was distributed among the shareholders proportionately which works out to about Rs.424.87 per share. Thereafter, the foresaid bank account with Axis Bank Ltd. was closed on 28.07.2023. On seeking clarification in this regard, an additional affidavit dated 22.07.2024 has been filed furnishing a certificate from the Axis Bank, Vadodara confirming that the account number 923020030777790 in the name of M/s ATLAS CONVERTING EQUIPMENT (INDIA) PRIVATE LIMITED-IN VOLUNTARY LIQUIDATION has been closed on 28.07.2023.

2.14 The copy of the Final Report of the Liquidator dated 01.08.2023 containing details as required under Regulations 38(b) and 38(c) of Voluntary Liquidation Regulations is annexed to the Petition. The said final report of the Liquidator was submitted to the RoC as well as the IBBI.



2.15 The distribution of proceeds from the bank account was undertaken by the Liquidator in accordance with Section 53 of the Code read with Regulation 35 of Voluntary Liquidation Regulations and was duly completed as mentioned in the audited accounts of the liquidation enclosed with the Final Report.

2.16 The present petition has been filed in compliance with Section 59(7) of the Code read with Regulation 38 of the Voluntary Liquidation Regulations. The company, Atlas Converting Equipment (India) Private Limited, has been completely wound up and its assets have been fully liquidated. In view of the foregoing facts and circumstances, the Liquidator prays that the Corporate Person be ordered to be dissolved.

3. FINDINGS

3.1 We have heard the Ld. PCS for the Liquidator. It is observed that the Liquidator has prepared and submitted the Preliminary Report dated 04.06.2023 to the Directors and shareholders of the Company within the prescribed time limit of thirty days from the liquidation commencement date, i.e., 22.05.2023.

3.2 The Liquidator has submitted the Independent Auditor's report dated 06.02.2023 obtained from Kalyaniwalla & Mistry LLP, Chartered Accountants. We note that the Liquidator has also provided the audited financial statements for financial year 2021-22 and condensed financial statement as on 19.05.2023 and the record of business operations of the Company in terms of Section 59(3)(b)(i) of the Code.




- 3.3 Upon considering the oral submissions made on behalf of the Liquidator and the documents annexed to the petition, it appears that the affairs of the company have been completely wound up and its assets fully liquidated. In view of the above facts and circumstances and upon perusal of the Final Report and the Compliance Certificate filed in Form-H by the Liquidator, it is seen that the Corporate Person has been completely liquidated. Hence, this Bench is of the considered view that the Company/ Corporate Person deserves to be dissolved.

ORDER

In the result, we hereby order dissolution of Atlas Converting Equipment (India) Private Limited in exercise of the powers vested under Section 59(8) of the Code and the same stands dissolved from the date of this Order.

- I. Consequently, the Liquidator, Mr. Kashyap A. Shah having IBBI registration No.**IBBI/IPA-002/IP-N00367/2017-18/11035** is discharged from his duties and responsibilities as the Liquidator of the Corporate Person, Atlas Converting Equipment (India) Private Limited.
- II. The Registry and the Liquidator are directed to serve copy of this Order upon the RoC, Mumbai, Maharashtra, the Income-tax Department, the Reserve Bank of India and the IBBI within fourteen days from the date of this Order.
- III. The Liquidator shall preserve electronic copy of all records (physical and electronic) for a minimum period of 8 (eight) years and a physical copy of records for a minimum period of 3 (three) years after the



dissolution of the Corporate Person either with himself or with an information utility in terms of Regulation 41 of the Voluntary Liquidation Regulations.

IV. With the aforesaid observations and directions, the above Company Petition No.**935/MB/2023** stands **disposed of**.

Sd/-
SANJIV DUTT
MEMBER (TECHNICAL)
//Deepa//

Sd/-
K. R. SAJI KUMAR
MEMBER (JUDICIAL)