

**NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH, COURT V**

I.A. 2956 OF 2022

IN

CP (IB) -800/I&B/MB-V/2021

Under Section 33 of the Insolvency &
Bankruptcy Code, 2016

In the matter of

Mr. Sanjeev Kumar Jalan

Resolution Professional for:

M/s Saisons Trade & Industry
Private Limited

...Applicant

In the matter of

DBS BANK INDIA LIMITED,

Registered office at:

Ground Floor No. 11 & 12 & First Floor
Nos. 110 to 115 Capital Point, BKS Marg,
Connaught Place, New Delhi 110 001.

... Financial Creditor/Petitioner

Versus

**M/s. Saisons Trade and Industry Private
Limited,**

Registered office at:

Unit No. 416/C, B-wing, 4th floor, Dattani
Plaza, Safed Pool, Sakinaka Junction,
Andheri (East), Mumbai – 400 072.

...Corporate Debtor

Order delivered on: 02.05.2023

Coram:

Hon'ble Shri Kuldip Kumar Kareer, Member (Judicial)

Hon'ble Shri Prabhat Kumar, Member (Technical)

Appearance:

For the Applicant: Mr. Shashank Agarwal, Advocate a/w Mr. Aadil Khan, Advocate appearing for the RP/applicant

Per: Kuldip Kumar Kareer, Member (Judicial)

ORDER

1. The above application I.A. No. 2956/2022 is filed by Resolution Professional, **Mr. Sanjeev Kumar Jalan** (hereinafter referred to as the "**Applicant**") seeking liquidation of **M/s Saisons Trade and Industry Private Limited** (hereinafter referred to as the "**Corporate Debtor**") under Section 33 of the Insolvency and Bankruptcy Code, 2016 (hereinafter called as "the Code"), praying for following reliefs:
 - a. *Allow the present application; and*
 - b. *to pass an order for liquidation of the Corporate Debtor; and*
 - c. *to pass an order appointing Mr. Ajit Kumar as the liquidator of the Corporate Debtor;*
 - d. *pass such appropriate directions and orders as the Hon'ble Adjudicating Authority may deem fit and appropriate in the given facts and circumstances of the case.*
2. The brief facts of the application are as follows:
 - A. The Applicant mentioned that this Tribunal vide its order dated 20.04.2022 in Company Petition (IB) No. 800 of 2021 admitted the Petition under Section 7 of the Code, filed by DBS Bank India Limited (hereinafter referred to as the "Financial Creditor") and Corporate Insolvency Resolution Process (hereinafter referred to as the "CIRP") was initiated against M/s Saisons Trade and Industry Pvt. Ltd. Mr. Sanjeev Kumar Jalan herein was

appointed as the Interim Resolution Professional (hereinafter referred to as the “IRP”) of the Corporate Debtor by this Tribunal vide this Order dated 20.04.2022

- B. After appointment of IRP, applicant made a public announcement in Form ‘A’ on 25.04.2022. The applicant further states that Committee of Creditors (herein after referred as CoC) was constituted on 16.07.2022.
- C. The Counsel for the Applicant states that in the first meeting applicant had apprised the CoC about there being no ongoing business in the Corporate Debtor and the registered office lying vacant with no electricity since the past six months. The applicant had further informed the CoC that the stock/material/plant and machinery was lying in a third party’s godown as per information provided by the ex-Director of the Corporate Debtor, Mr. Siddharth Shah.
- D. It is further state that the second meeting of the CoC was held on 23.06.2022, the applicant informed the CoC about the need and process of issuance of Form G and ‘Invitation for Expressions of Interest’. However, one of the CoC means i.e., Bank of Baroda expressed that CoC should consider early liquidation of the Corporate Debtor considering the situation of assets of the Corporate Debtor. It is further stated that in the third meeting of the CoC, the members were of the view that considering the position of the assets, and the ongoing investigations with respect to the Corporate Debtor and the promoters, the resolution of the Corporate Debtor looks difficult. In the forth meeting of the CoC held on 01.07.2022, the RP proposed the agenda for commencement of liquidation process of the Corporate Debtor, however the same was deferred as the members of the CoC were yet to decide upon the proposed liquidator.

- E. On 10.08.2022, the applicant held the 5th CoC meeting. The agenda for commencement of liquidation was once again dropped in the fifth meeting of the CoC on the request of Bank of Baroda, one of the CoC member.
- F. In the 6th meeting of the CoC held on 25.08.2022, the CoC resolved with 91.49% votes in favour, to liquidate the Corporate Debtor. The CoC further resolved to appoint Mr. Ajit Kumar as the Liquidator. The relevant portion of the Resolution is reproduced as below:

RESOLVED THAT pursuant to Section 34 of the Insolvency & Bankruptcy Code, 2016 (“Code”), other applicable provisions of the Insolvency and Bankruptcy Code, 2016, Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporat Persons) Regulations, 2016 (“CIRP Regulations”) and the insolvency and Bankruptcy Board of India (Liquidation Proces) Regulations, 2016 (Liquidation Regulations”), the committee of Creditors hereby approves appointment of Mr. Ajit Kumar (Registration Number – IBBI/IPA-003/IP-N00062/2017-18/10548), as the liquidator of Saisons Trade & Industry Private Limited to conduct the liquidation process and to exercise such powers and perform such duties as are conferred upon him as liquidator under the Code, the Liquidation Regulations, rules framed thereunder, and other applicable law.

RESOLVED FURTHER THAT the members of the Committee of Creditors hereby approve the fees @60% as per Regulation 4 of the Liquidation Regulations plus Taxes and OPE extra of Mr. Ajit Kumar as the Liquidator of Saisons Trade & Industry Private Limited.

RESOLVED FURTHER THAT the said payment of fees and expenses to Mr. Ajit Kumar, as liquidator shall form part of the liquidation cost.”

RESOLVED FURTHER THAT the Mr. Ajit Kumar, as liquidator be and is hereby authorised to take such steps as may be necessary, in relation to the above if required and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required and generally to do all act, split the agreement, deeds and things that may be necessary, proper expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

The result of the voting was as follows:

Particulars of Votes Cast			Result Declared for the above resolution (Resolution No. 2)
Particulars	Voting Share (INR in Crores)	Voting Share (in%)	
Votes Cast in favour	76.99	75.89%	Approved by Requisite Majority
Votes Cast against	21.82	21.51%	
Votes Abstained	2.64	2.60%	
Total	101.45	100.00%	

G. The COC after obtaining the written consent from the Applicant to act as the Liquidator and also resolved to appoint the Applicant as Liquidator of the Corporate Debtor.

3. Heard the counsel appearing for the Resolution Professional and perused the record. The counsel for the RP submits that no Resolution Plan has been received and there is no option except to put the Corporate Debtor Company into Liquidation as per the Code as well as also to protect the asset of the Corporate Debtor from further deterioration. The counsel appearing for the Applicant also filed consent letter to act as the liquidator. In view of the above facts, this Bench feels that this is a fit case for ordering Liquidation of the Corporate Debtor. Accordingly, the Interlocutory Application Number 2956 of 2022 is allowed directing Liquidation of the Corporate Debtor. Accordingly, we pass the following:

ORDER

4. The above I.A. No. 2956/2022 is **allowed** and the Corporate Debtor M/s Seasons Trade and Industry Private Limited is ordered to be liquidated.
- a. **Mr. Ajit Kumar**, having Registration No. IBBI/IPA-003/IP-N00062/2017-18/10548 and having office at: 1A, Sanskrit Apartment GH-22, Sector 56, Gurgaon, Haryana – 122 011 is

hereby appointed as the Liquidator as provided under Section 34(1) of the Code.

- b. That the Liquidator for conduct of the liquidation proceedings would be entitled to the fees as provided in Regulation 4(2)(b) of the IBBI (Liquidation Process Regulations), 2016.
- c. The Liquidator appointed in this case to initiate liquidation process as envisaged under Chapter-III of the Code by following the liquidation process given in the Insolvency & Bankruptcy Board of India (Liquidation Process) Regulations, 2016.
- d. The Liquidator appointed under section 34(1) of the Code. Will have all powers of the board of directors, key managerial personnel and the partners of the Corporate Debtor, as the case may be, shall cease to have effect and shall be vested with the liquidator.
- e. That the Corporate Debtor to be liquidated in the manner as laid down in the Chapter by issuing Public Notice stating that the Corporate Debtor is in liquidation with a direction to the Liquidator to send this order to the ROC under which this Company has been registered.
- f. All the powers of the Board of Directors, key managerial persons, the partners of the Corporate Debtor hereafter ceased to exist. All these powers henceforth vest with the Liquidator.
- g. That the personnel of the Corporate Debtor are directed to extend all co-operation to the Liquidator as required by him in managing the liquidation process of the Corporate Debtor.

- h. That on having liquidation process initiated, subject to Section 52 of the Code, no suit or other legal proceeding shall be instituted by or against the Corporate Debtor save and except the liberty to the liquidator to institute suit or other legal proceeding on behalf of the Corporate Debtor with prior approval of this Adjudicating Authority.
- i. This liquidation order shall be deemed to be a notice of discharge to the officers, employees and workmen of the Corporate Debtor except to the extent of the business of the Corporate Debtor continued during the liquidation process by the Liquidator.
5. With the above directions, this application i.e. I.A. No. 2956 of 2022 is hereby **allowed** and disposed of.

SD/-

**PRABHAT KUMAR
MEMBER (TECHNICAL)**

SD/-

**KULDIP KUMAR KAREER
MEMBER (JUDICIAL)**