NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH (COURT-II)

Company Petition No. 74 of 2023

IN THE MATTER OF:

GERMAN CENTRE FOR INDUSTRY AND TRADE DELHI PVT. LTD.

(In voluntary Liquidation)

Through

Mr. Akhil Ahuja

(Liquidator)

1A-D Vandana 11, Tolstoy Marg,
New Delhi, Central Delhi 110001, India

...Corporate Person/Applicant

Section: 59(7) of IBC, 2016 read with IBBI (Voluntary Liquidation Process) Regulation, 2017

Order Delivered on : 11.01.2024

CORAM:

SH. ASHOK KUMAR BHARADWAJ, HON'BLE MEMBER (J)

SH. L. N. GUPTA, HON'BLE MEMBER (T)

PRESENT:

For the Applicant : Mr. Vishal Ganda, Advocate

ORDER

PER: SH. L.N. GUPTA Member (T)

The present Company Petition No.74 of 2023 is filed by the Applicant/Liquidator of the Corporate Person under Section 59(7) of the IBC, 2016 read with Insolvency Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 (for brevity, the **"VLP Regulations"**) with a prayer for dissolution of the Corporate Person namely, "German Centre for Industry and Trade Delhi Private Limited" (for brevity, the **'Company'**).

2. German Centre for Industry and Trade Delhi Private Limited is a Company incorporated on 06.06.2008 under the Companies Act, 2013 with CIN U74140DL2008FTC179207. The registered office of the company is situated at 1A-D Vandana 11, Tolstoy Marg, New Delhi, Central Delhi 110001, India, falling within the territorial jurisdiction of this Tribunal.

3. It is stated by the Applicant that after confirmation of the Special Resolution passed by EOGM of the Company, the powers of the Board of Directors of the Company were suspended and affairs of the Company were taken over by the Liquidator Mr. Bipin Garg with effect from 11.01.2021, who later resigned on 13.09.2022 due to certain medical

exigencies and thereafter, Mr. Akhil Ahuja on 16.09.2022 was subsequently appointed as Liquidator replacing Mr. Bipin Garg to continue the ongoing voluntary liquidation process. The applicant has informed that the fact of change of Liquidator was informed to ROC by filing Form GNL-2 dated 07.12.2023.

4. Vide order dated 30.11.2023, this Adjudicating Authority had sought the following documents from the Applicant:

a) Resignation letter of Sh. Bipin Garg, ex Liquidator;

b) Document relating to appointment of Mr. Akhil Ahuja as Liquidator;

c) Form MGT-14, or any other mode by which the RoC was informed about replacing Mr. Akhil Ahuja as Liquidator;

d) Reasons for non-completion of liquidation process within one year;

e) Form-H; and

f) Complete Preliminary Report, and Full Final Report.

5. The Applicant, in compliance of the aforesaid directions, have filed its Affidavit dated 07.12.2023 giving the filing details of the abovementioned documents. The relevant extracts of the Affidavit read thus:

S.NO.	DOCUMENT/ CLARIFICATION REQUIRED BY COURT VIDE ORDER DATED NOVEMBER 30, 2023, PARAGRAPH '5' at Pg. 3 -	RELATED DOCUMENTS	ANNEXURE AND PAGE NO. IN PLEADINGS	PAGE NO. IN CURRENT AFFIDAVIT
1.	Clarification 5 (a) - *Resignation letter of Sh. Bipin Garg, ex Liquidator.*	Resignation letter of Mr. Bipin Garg erstwhile Liquidator of Corporate Person dated September 13, 2022.	Not filed	**Annexure 2** of Affidavit at Pg. 11
2.	Clarification 5 (b) - *Document relating to appointment of Mr. Akhil Ahuja as Liquidator.*	Letter of Appointment of Mr. Akhil Ahuja as Liquidator of Corporate Person dated September 20, 2022 issued by Corporate Person.	Not filed	**Annexure 3** of Affidavit at Pg. 12
		CTC of minutes of EGM dated September 16, 2022 for Appointment of Mr. Akhil Ahuja as Liquidator of Corporate Person.	Available as **Annexure 21** of Application bearing C.P. 74 of 2023. @ Pg. 239 (volume 2).	**Annexure 4** of Affidavit at Pg. 13
3.	Clarification 5 (c) - *Form MGT-14, or any other mode by which the RoC concerned was informed about replacing Mr. Akhil Ahuja as Liquidator.*	Form GNL – 2 for intimation of Mr. Akhil Ahuja as Liquidator of Corporate Person dated December 7, 2023. *[**Further clarified below]*	Not filed	**Annexure 5** of Affidavit at Pg. 14 – 17
4.	Clarification 5 (d) – *Reasons for non-completion of liquidation process within one year.*	Minutes of contributories meeting dated January 25, 2022.	Available in **Annexure 18**, of Application bearing C.P. 74 of 2023. @ Pg. 221 to 226 (volume 2) @ **Relevant at Item 2 @ Pg. 224.**	**Annexure 6** of Affidavit at Pg. 18 – 23
5.	Clarification 5 (e) – *Form-H*	Form H - Compliance Certificate under Regulation 38(3)of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.	Form H filed by way of additional affidavit bearing diary number - 07101021077620 22/6, dated July 15, 2023.	**Annexure 7** of Affidavit at Pg.24 - 35
6.	Clarification 5 (e)(i) – *Complete Preliminary Report*	Preliminary Report dated February 25, 2021.	Available as **Annexure-13**, of Application bearing C.P. 74 of 2023. @ Pg. 186 to 191.	**Annexure 8** of Affidavit at Pg. 36 - 39
7.	Clarification 5 (e)(ii) – *Full Final Report*	Final Report dated December 19, 2022.	Available as **Annexure-27**, of Application bearing C.P. 74 of 2023. @ Pg. 250 to 253 (volume 2).	**Annexure 9** of Affidavit at Pg. 40 - 43

6. Since the Applicant has filed the requisite documents, therefore we would like to proceed ahead with the matter.

7. It is submitted by the Applicant that all the Directors of the Company have given Declarations of Solvency on Affidavits stating that "(i) A full inquiry was made into the affairs of the company and based on the inquiry the Director have formed an opinion that the Company will be able to pay its debt in full from the proceeds of assets to be sold in voluntary liquidation, (ii) The Company is not being liquidated to defraud any person." The Affidavits of Declarations of Solvency by all the Directors are reproduced below, for an immediate reference:

IN THE MATTER OF VOLUNTARY LIQUIDATION OF
GERMAN CENTRE FOR INDUSTRY AND TRADE DELHI PRIVATE LIMITED

DECLARATION OF SOLVENCY

(Pursuant to Section 59(3) of the Insolvency and Bankruptcy Code, 2016)

I, Gabriele Greiner, daughter of Rudolf and Inge Greiner, aged about 59 years, resident of Germany do hereby solemnly affirm and state as under.

1. That I, Gabriele Greiner, having DIN no. 03073603, Director of German Centre For Industry And Trade Delhi Private Limited, having CIN U74140DL2008FTC179207 (hereinafter called "Company") since July 20th, 2010, and competent to make this declaration of solvency under section 59 of theInsolvency and Bankruptcy Code, 2016 read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, do hereby declare that Company is solvent and eligible to proceed for voluntary liquidation.

2. That I have made a full inquiry into the affairs of the Company and that having done so, I have formed the opinion that the Company will be able to pay all its debts in full from the proceeds of assets in the process of voluntary liquidation.

3. That the Company is not being liquidated to defraud any person.

4. That I further confirm that there are no ongoing business operations carried out by the Company and there appears no opportunity for the Company to do business in future. I also confirm that there are no other assets and liabilities except which are truly declared in the Audited Balance Sheet as at 31stMarch, 2020 read together with Interim Period (1st April 2020 to 15th November 2020) Audited Balance Sheet as at 15th November 2020. The records of business operations and audited financial statement of the Company for the previous two financial years and also for the period from 1st April, 2020 to 15th November, 2020 are annexed herewith.

5. That the statements made in the aforsaid paragraph are true and correct to the best of my knowledge.

G. Greiner
DEPONENT

VERIFICATION

I, Gabriele Greiner, daughter of Rudolf and Inge Greiner, aged about 59 years, resident of Germany, verify that the contents of this affidavit are true and correct to the best of my knowledge and belief at Germany on December 14th, 2020.

G. Greiner
DEPONENT

XXXX XXXX XXXX XXXX

IN THE MATTER OF VOLUNTARY LIQUIDATION OF GERMAN CENTRE FOR INDUSTRY AND TRADE DELHI PRIVATE LIMITED

DECLARATION OF SOLVENCY

(Pursuant to Section 59(3) of the Insolvency and Bankruptcy Code, 2016)

I, Andreas Geltinger, son of Johann Geltinger and Elfriede Geltinger born Frisch, aged about 56 years, resident of Germany, do hereby solemnly affirm and state as under.

1. That I, Andreas Geltinger, having DIN no. 07576186, Director of German Centre For Industry And Trade Delhi Private Limited, having CIN U74140DL2008FTC179207 (hereinafter called "Company") since August 2nd, 2016, and competent to make this declaration of solvency under section 59 of theInsolvency and Bankruptcy Code, 2016 read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, do hereby declare that Company is solvent and eligible to proceed for voluntary liquidation.

2. That I have made a full inquiry into the affairs of the Company and that having done so, I have formed the opinion that the Company will be able to pay all its debts in full from the proceeds of assets in the process of voluntary liquidation.

3. That the Company is not being liquidated to defraud any person.

4. That I further confirm that there are no ongoing business operations carried out by the Company and there appears no opportunity for the Company to do business in future. I also confirm that there are no other assets and liabilities except which are truly declared in the Audited Balance Sheet as at 31stMarch, 2020 read together with Interim Period (1st April 2020 to 15th November 2020) Audited Balance Sheet as at 15th November 2020. The records of business operations and audited financial statement of the Company for the previous two financial years and also for the period from 1st April, 2020 to 15th November, 2020 are annexed herewith.

5. That the statements made in the aforsaid paragraph are true and correct to the best of my knowledge.

DEPONENT
Andreas Geltinger

VERIFICATION

I, Andreas Geltinger, son of Johann Geltinger and Elfriede Geltinger born Frisch, aged about 56 years, resident of Germany, verify that the contents of this affidavit are true and correct to the best of my knowledge and belief at Germany on December 14th, 2020.

DEPONENT
Andreas Geltinger

8. It is further submitted by the Applicant that a certified copy of the Special Resolution passed in the Extra Ordinary General Meeting of the Members of the Company held on 11.01.2021 in Form MGT-14 on 16.11.2021 and Declarations of Solvency by the Directors as required under Section 59(3) of IBC, 2016 were filed by the Company with ROC in From GNL 2 on 21.01.2021.

9. It is stated that the Applicant that after confirmation of the Special Resolution passed by EOGM of the Company, the affairs of the Company were taken over by the Liquidator with effect from 11.01.2021 and an advertisement for voluntary liquidation in “Form A-Public Announcement” in terms of Regulation 14 of the VLP Regulations 2017 was published in the “Financial Express” (English) and Jansatta (Hindi) Newspapers on 12.012021 and 13.01.2021 respectively. The copies of the advertisements were sent to the IBBI for placing on their website.

10. It is further stated by the Applicant that it had intimated the Income Tax Department vide its letter dated 03.02.2021 regarding the Voluntary Liquidation Process of the Company.

11. The Applicant has annexed the Financial Statements of the Company for the Financial Year 2019-20 as on year ended.

12. It is stated by the Applicant that it had opened an account by the name of “German Centre for Industry and Trade Delhi Pvt. Ltd. - In Voluntary Liquidation” on 02.02.2022 with HDFC Bank, Delhi for the purpose of realisations and payments during the period of liquidation.

13. It is further stated by the Applicant that it had submitted the Preliminary Report to the Company on 26.02.2021. The Applicant has also submitted its Final Report dated 24.11.2022 in compliance of Regulation 38 of VLP Regulations giving details of the distribution of assets amongst the stakeholders. A copy of the Report has also been filed with the ROC. The scanned copy of the same is reproduced below:

Akhil Ahuja
Insolvency Professional

Address: B-29, Lower Ground Floor, Lajpat Nagar III, New Delhi – 110024
Email: caakhilahuja@gmail.com
Mobile: +91-9911331599

FINAL REPORT OF THE LIQUIDATOR

(As per Regulation 38 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process), Regulations, 2017)

I, **Akhil Ahuja**, liquidator of the German Centre for Industry and Trade Delhi Private Limited (the Company), in pursuance of regulation 38 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process), Regulations, 2017, hereby submit this Final report to the Company.

1. Name of the Company: German Centre for Industry and Trade Delhi Private Limited
2. Nature of proceeding: Voluntary Liquidation
3. Date of Commencement of the Winding Up: January 11, 2021
4. Name and Address of the Liquidator: Akhil Ahuja, B-29, Lower Ground Floor, Lajpat Nagar New Delhi 110024

a) Audited accounts of the liquidation, showing receipts and payments pertaining to liquidation since the liquidation commencement date;

Receipts	Value Realized (in Rs.)	Payments	Amount (in Rs.)	Amount (in Rs.)
Balance at Bank as on 11th January 2021	**57,23,462**	**Legal, Liquidation fee and other incidental payments:**		
Fixed Deposit with HDFC Bank as on 11th January 2021	**3,39,95,041**	a. Liquidator Fees (after deduction of tax and inclusive of GST)	2,80,800	
Other Receipts:- - Interest Realised On Fixed Deposits (Net of TDS)	10,81,231	b. Payment of Auditor's fees for Audit of Financial Year 2020-21, 2021-22 and Receipt and Payment account (after deduction of tax and inclusive of GST)	2,54,200	

Akhil Ahuja

- Income Tax Refund including interest	3,66,900	c. Certification for liquidation and proceeds remittance (after deduction of tax)	1,18,800	
		d. Other Legal and incidental payments (after deduction of tax)	13,89,225	
		e. Payment of TDS on liquidator's fees, claim amounts, Audit Fees, and on the payments	3,77,322	**24,20,347**
		Payment to Creditors		
		a. Payment pursuant to the claim filed (after deduction of tax)		**18,00,371**
		Amount paid to shareholders/ members		
		Capital Repayment		**3,69,45,916**
		Balance at Bank as on 19th December 2022	-	-
Net Realization	**4,11,66,634**	**Net Payment**		**4,11,66,634**

b) I further state that-

i. the all asset of the corporate person have been disposed of; not applicable as the Corporate Person only has bank balance as assets as on the liquidation commencement date

ii. the debt of the corporate person has been discharged to the satisfaction of the creditors; and

c) Statement on Sale of Asset –Not applicable

Akhil Ahuja

Date: December 19, 2022
Place: New Delhi
Akhil Ahuja
Insolvency Professional
IBBI/IPA-001/IP-P-02072/2020-2021/13213
Liquidator - German Centre for Industry and Trade Delhi Private Limited

14. It is submitted by the Applicant that it has paid off all the liabilities of the Company and distributed the residual amount amongst stakeholders in terms of Section 52 and 53 of the IBC, 2016. The details of distribution are given in Form H, the relevant extract of which is reproduced below for an immediate reference:

4. Details of distribution to stakeholders as per section 52 or 53 of the Code

S. No	**Stakeholders* under section 52 and 53 (1)**	**Amount Claimed**	**Amount Admitted**	**Amount Distributed**	**Amount Distributed to the Amount Claimed (%)**	**Remarks**
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1	Realization of Security Interest [Sec-52(1)(b)	-	-	-	-	-
2	Liquidation Cost [Sec. 53(1)(a)]	24,20,347	24,20,347	24,20,347	100%	-
3	Workmen's Dues [Sec. 53(1)(b)(i)]	-	-	-	-	-
4	Debts of Secured Creditors [Sec. 53(1)(b)(ii)]	-	-	-	-	-
5	Wages and Unpaid Dues to Employees [Sec. 53(1)(c)]	-	-	-	-	-
6	Debts of Unsecured Financial Creditors [Sec. 53(1)(d)]	-	-	-	-	-
7	Government Dues + Amount Unpaid following Enforcement of Security Interest [Sec.53(1)(e)]	-	-	-	-	-
8	Any remaining Debts and Dues [Sec. 53(1)(f)]	18,00,371	18,00,371	18,00,371	100%	-
9	Preference Shareholders [Sec. 53(1)(g)]	-	-	-	-	-
10	Equity Shareholders [Sec.53(1)(h)]	3,69,45,916	3,69,45,916	3,69,45,916	100%	-
	Total	**4,11,66,634**	**4,11,66,634**	**4,11,66,634**	-	-

4. Details of distribution to stakeholders as per section 52 or 53 of the Code

Sl. No	Stakeholders * under section 52 and 53 (1)	Amount Claimed	Amount Admitted	Amount Distributed	Amount Distributed to the Amount Claimed (%)	Remarks
1	Realization of Security Interest [Sec. 52(1)(b)]	-	-	-	-	-
2	Liquidation Cost [Sec. 53(1)(a)]	5,39,092	5,39,092	5,39,092	100	-
3	Workmen's Dues [Sec. 53(1)(b)(i)]	-	-	-	-	-
4	Debts of Secured Creditors [Sec. 53(1)(b)(ii)]	-	-	-	-	-
5	Wages and Unpaid Dues to Employees [Sec. 53(1)(c)]	-	-	-	-	-
6	Debts of Unsecured Financial Creditors [Sec. 53(1)(d)]	-	-	-	-	-
7	Government Dues + Amount Unpaid following Enforcement of Security Interest [Sec.53(1)(e)]	-	-	-	-	-
8	Any remaining Debts and Dues [Sec. 53(1)(f)]	-	-	-	-	-
9	Preference Shareholders [Sec. 53(1)(g)]	-	-	-	-	-
10	Equity Shareholders [Sec.53(1)(h)]	4,05,63,262	4,05,63,262	4,05,63,262	100	-
	Total	**4,11,02,354**	**4,11,02,354**	**4,11,02,354**	-	-

*If there are sub-categories in a category, please add rows for each sub-category.

15. It is further submitted by the Applicant that after the payment of the surplus/residual amount to the members/shareholders of the Corporate Person, the bank account of the Corporate Person was closed and thus, the liquidation process stood completed.

16. The ROC has filed its report on 25.05.2022 and has not raised any objection. The operative portion of the ROC's Report is reproduced below:

> *"6. On perusal of Final Report, it is seen that Liquidator has not completed the liquidation proceeding in stipulated time frame, as per 37(1) Regulation of IBBI (Voluntary Liquidation Process) Regulation, 2017. Since no further document has been filed by the liquidator in reference to voluntary liquidation before MCA portal, therefore, this office is unable to comment upon any compliance, if done, by liquidator with respect to contributory meeting, annual status report, as given under regulation 37(2) of IBBI (Voluntary Liquidation Process) Regulation, 2017.*

17. In response to the observation of the RoC (ibid), the Applicant has placed emphasis on the minutes of the meetings of the Annual Contributories dated 25.01.2022 and 07.07.2022, whereby the Contributories had extended the Liquidation period as required under law.

18. In the light of the documents and facts placed on record, averments and the submissions made by the Applicant/Voluntary Liquidator, the Company deserves to be dissolved. **Accordingly, this Bench directs that the Company shall be dissolved from the date of this Order.**

19. **The Petition stands allowed accordingly.**

20. In terms of Regulation 41 Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Applicant/ Voluntary Liquidator shall preserve copies of all such records, which are required to give a complete account of the voluntary liquidation process. Further, the Applicant/Liquidator shall preserve a physical or an electronic copy of the reports, registers and books of account referred to in Regulations 8 and 10 for at least eight years after the dissolution of the corporate person, either with himself or with an information utility.

21. The Applicant is directed to serve the copy of this Order upon the Registrar of Companies (ROC), with whom the Company is registered, within fourteen days of receipt of this Order. The ROC shall act as necessary upon receipt of a copy of this Order.

Sd/-
(L. N. GUPTA)
MEMBER (T)

Sd/-
(ASHOK KUMAR BHARDWAJ)
MEMBER (J)