

**IN THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA**

CP (IB) No.368/KB/2020

Under section 59 of the Insolvency & Bankruptcy Code, 2016 read with regulation 38(3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.

In the matter of

Aneja Food Products Private Limited [CIN: U15200BR2011PTC016849]
having its registered office at Vill. Parmanand Pur P.O Purkhauli Vaishali,
Bihar- 844121.

Represented by

Mr. Rajesh Dhawan

Liquidator, Aneja Food Products Private Limited

... Petitioner/Corporate Person

Coram:

Shri Rohit Kapoor : Member (Judicial)

Shri Harish Chander Suri : Member (Technical)

Appearances:

For the Petitioner : Mr. Jit Ray, Adv.
Mr. Niladri Khanra, Adv.

Date of hearing: 28.06.2022
Order pronounced on: 06.07.2022

ORDER

Harish Chander Suri, Member (Technical)

1. This court convened *via* video conference today.
2. This is a Company Petition filed under section 59 of the Insolvency & Bankruptcy Code, 2016 (hereinafter called the “Code”) by a Corporate

person, viz., Aneja Food Products Private Limited (CIN : U15200BR2011PTC016849) (Petitioner/Corporate Person) through Mr. Rajesh Dhawan, Liquidator, for Voluntary Liquidation of the Petitioner/Corporate person.

3. The Petitioner/Corporate Person was incorporated on 18.04.2011 under the provisions of the Companies Act, 1956 as a private limited company with the Registrar of Companies, Bihar and Jharkhand. The registered office of the Petitioner/Corporate Person is situated at Vill. Parmanand Pur P.O Purkhuali Vaishali, Bihar- 844121. Therefore, this Bench has jurisdiction to deal with the present petition.
4. The main objects of the Corporate Person as set out in the Memorandum of association are interalia, to carry on the business of manufacturers, buyers, sellers, agents, merchants, importers and exporters of all kinds of milk and milk products viz pasteurized milk, cheese, ghee, butter, butter milk, skimmed milk powder, whole milk powder, dairy whitener and condensed milk and to grow, produce, process, grind, buy, sell, trade, import, export and prepare for market and deal in all kinds of grains including food grains like rice, wheat, maize and other agricultural products and agricultural produce and all types of milks and allied products and ice-creams.
5. The authorised share capital of the Company is Rs. 25,00,000/- (Rupees Twenty-Five Lakh Only). The Petitioner/Corporate Person at present, has two directors namely Mr. Gaurav Aneja [DIN : 02331447], and Mr. Aman Aneja [DIN : 02840168].

Reasons for voluntary liquidation

6. The Corporate Person was incorporated on 18.04.2011 in order to carry on the business of manufacturers, buyers, sellers, agents, merchants, importers and exporters of all kinds of milk and milk products. However, due to certain reasons, the Corporate Person could not continue its business activities in the long run. The company is a compliant company and does the annual statutory

- filings with the Registrar of Companies, Bihar on regular basis. Since the Corporate Person is not carrying on business activities for the last five years and more, therefore the management thought it fit to liquidate the company voluntarily.
7. Accordingly, the Board of Directors of the Corporate Person, at its meeting held on 05.06.2019, resolved to liquidate the Corporate Person voluntarily under section 59 of the Code. The board resolution is appended as Annexure A/3 at page no. 131 to 136 of the petition.

Procedural compliances

8. It is submitted that the Directors of the Corporate Person have as per section 59(3)(a) of the Code, approved the Declaration of Solvency and resolved to wind up the company at the Board meeting held on 05.06.2019. The Directors have declared that they have made full inquiry into the affairs of the Corporate Person and are of the opinion that the Corporate Person has no assets, debts and liabilities, and the Corporate Person is not being liquidated to defraud any person.
9. It has been mentioned that subsequent to 31 March 2019, there has been no change in the share capital of the company till the date of filing of the petition. Further, audited financial statements and record of business operations of the Company for the financial years ending on 31.03.2017, 31.03.2018, 31.03.2019, 31.05.2019 and 12.07.2019 have been annexed to the Affidavit as Annexure A/2 from page 37 to 130.
10. Both the directors have filed their respective affidavits verifying the declaration. The above details have been filed by the Corporate Person with the Registrar of Companies, Bihar in Form GNL-2 on 04.07.2019. A copy of the said Form GNL-2 is annexed with the Affidavit as Annexure A/4 at pages 142 to 145.
11. The Equity Shareholders of the Corporate Person in their Extraordinary General Meeting (EGM) held on 12.07.2019 passed a Special Resolution as

- required under section 59(3)(c) of the Code to liquidate the Corporate Person voluntarily and to appoint Mr. Rajesh Dhawan, Insolvency Professional [Reg No.IBBI/IPA- 001/IP-P00952/2017-2018/11572] as Liquidator. A copy of the said EGM is annexed to the Affidavit as Annexure A/5.
12. The Liquidator made a public announcement of the commencement of liquidation in Form A of Schedule I as per regulation 14 of Insolvency & Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 in *Business Standard* in English and in *Business Standard* in Bengali on 15.07.2019 inviting the submission of claims due from the Corporate Person by various stakeholders. Copies of newspaper cuttings are annexed to the Petition as Annexure A/8 on page 173 to 175. The aforesaid public announcement was also submitted to the Insolvency and Bankruptcy Board of India (IBBI) and was hosted on the IBBI's website on the said date.
 13. The Corporate Person notified the Registrar of Companies, Bihar on 19.07.2019 by filing Form MGT-14 about the passing of a Special Resolution to liquidate the Corporate Person. A copy of the said Form MGT-14 is enclosed with the Affidavit as Annexure A/6 on page 141.
 14. The Liquidator received claims from stakeholders in response to the advertisement published in the newspapers in Form F and the said claims were settled by the liquidator. Copies of such Form and claim forms of all stakeholders is enclosed with the Affidavit and marked as Annexure A/11 at page 189 to 196. The list of the stakeholders is annexed to the petition and marked as Annexure A/12 at page 196.
 15. The Liquidator has intimated the commencement of Liquidation and his appointment to the Income Tax Authority on 13.07.2019. the copy of the letter to the Income Tax Department is annexed with the petition as Annexure A/10.
 16. The Liquidator has filed its Final Report stating realisation and payments to the creditors and members of the company; all the assets of the company have been disposed of; debts of the corporate debtor has been discharged; no litigation is pending against the company. The Final Report is annexed to the

- petition and marked as Annexure A/14 on Pages 212 to 218. A copy of preliminary report is also annexed to the petition and marked as Annexure A/14 at Page 198 to 211.
17. During the said liquidation process, the Liquidator submits that the liabilities towards expenses, professional fees, reimbursement and statutory dues were paid in full.
 18. Further, in compliance with the order dated 04.02.2020 of this Adjudicating Authority, the petitioner has published notice of the instant petition in Business Standard in English and Anand Bazaar Patrika in Bengali on 28.02.2020. An affidavit dated 03.03.2020, to that effect, was submitted by the petitioner. Thereafter, this Adjudicating Authority, vide order dated 11.05.2022 allowed the petitioner to rectify the defect in the affidavit filed by it. Accordingly, a defect-free affidavit dated 03.06.2022 has been submitted by the petitioner.
 19. On hearing the submissions made and perusing the documents annexed to the petition, it appears that the affairs of the Corporate Person have been completely wound up and its assets have been completely liquidated. No liabilities have been left unsatisfied. We are satisfied from the documents on record that the voluntary liquidation is not with the intent to defraud any person.
 20. In view of the above facts and circumstances, there are no impediments to the dissolution of the Corporate Person and it is ordered accordingly.
 21. The Liquidator of the Corporate Person is further directed to serve a copy of this order upon the Registrar of Companies (RoC), Bihar immediately and, in any case, within fourteen days of receipt of this order. The RoC shall take further necessary action upon receipt of a copy of this order.
 22. The Company Petition bearing **CP (IB) No. 368/KB/2020** shall stand disposed in accordance with the above directions.
 23. The Registry is directed to send e-mail copies of the order forthwith to all the parties and their Ld. Counsel for information and for taking necessary steps.

24. Certified Copy of this order may be issued, if applied for, upon compliance of all requisite formalities
25. File be consigned to the records.

Harish Chander Suri
Member (Technical)

Rohit Kapoor
Member (Judicial)

Signed on this, the 6th day of July 2022

SM (LRA)