IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH- COURT I

CP (IB) No. 785/MB/C-I/2022

Under section 59 (7) of Insolvency and Bankruptcy Code, 2016 read with Regulations of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulation 2017.

In the matter of

AUSPICIOUS SECURITIES & LEASCON PRIVATE LIMITED
[CIN: U65900MH1995PTC091941]
Having its registered office at –
Room No. 26, Velhal Niwas, Nr. St. Xavier Street, Parel, Mumbai.
Having its principal office at –
Ground Floor, Shop-31, SY No. 159/B, 160/A, Shital Shopping Square, Nr. LB Cinema Turning Point, Bharat, Surat – 395007.
Represented by its Liquidator,
Mr. Saaurabh Jhaveri.

… Petitioner/Corporate Person

Order pronounced on 12.08.2022

Coram:

Hon'ble Member Judicial	:	Justice P N Deshmukh (Retd.)
Hon'ble Member Technical	:	Mr. Shyam Babu Gautam

Appearances:

For the Applicant	:	Mr. Saaurabh Jhaveri, Liquidator.

ORDER

Per: Shyam Babu Gautam, Member

1. This is a Company Petition filed under section 59 of the Insolvency and Bankruptcy Code, 2016 (hereinafter called the "Code") by a Corporate Person, viz., Auspicious Securities & Leascon Private Limited [CIN: U65900MH1995PTC091941] (Petitioner/Corporate Person) through Mr. Saaurabh Jhaveri, the Liquidator, for voluntary liquidation of the Petitioner/Corporate person.

Corporate history of the Petitioner/Corporate Person

2. The Petitioner/Corporate Person was incorporated on 18.08.1995 under the Companies Act, 1956, as a private company with the Registrar of Companies, Maharashtra, Mumbai. The Registered office of the Petitioner/Corporate Person is situated at Room No. 26, Velhal Niwas, Nr. St. Xavier Street, Parel, Mumbai, Maharashtra. Therefore, this Bench has jurisdiction to deal with the present petition.

3. The main objects for which the Petitioner/Corporate Person was incorporated are *inter alia* to carry on the business as an investment Company and to underwrite, sub-underwrite, to invest in and hold/sell, buy or stocks, bonds, units, obligations and securities issued…… .

4. The authorised, issued, subscribed and paid-up share capital of the Petitioner/Corporate Person is ₹2,00,00,000/- (Rupees Two

Crores Only) divided into 20,00,000 (Twenty Lakhs) equity shares of ₹10/- (Rupees ten only) each. The Petitioner/Corporate Person, at present, has two directors Mr. Babulal Bherulal Jain [DIN: 01629934], Mrs. Vanitaben Babulal Jain [DIN: 01651270].

Reasons for voluntary liquidation

5. The RBI cancelled the NBFC license of the company vide its order dated 17.03.2020. The copy of order of cancellation of NBFC license is enclosed and marked as **Annexure- C** to the present application.

6. The Board of Directors of the Company in the board meeting held on 15.01.2022 considered the current affairs of the company and the directors were of the opinion that the company does not intend to carry on its business and therefore it is thought prudent by the Board of Directors of the company to liquidate the company pursuant to provisions of Section 59 and other applicable provisions of the Insolvency and Bankruptcy Code, 2016 ("**IBC**") read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 ("**Regulations**") made thereunder and the provisions of the Companies Act, 2013.

7. It is stated that the company does not intent to carry on its business, it has been thought prudent to liquidate the company and to distribute the assets lying with the company to the shareholders as per their respective holding in the company.

8. The BoD of the Petitioner/Corporate Person, at its meeting held on 15.01.2022, resolved to liquidate the Petitioner/ Corporate Person voluntarily under section 59 of the Code. A copy of Board Resolution is enclosed and marked as **Annexure – D** to the present application.

Procedural compliances

9. As required under the provision of Section 59(3)(a) of IBC, 2016 a declaration of Solvency dated 10.02.2022 was executed by Mr. Babulal Bherulal Jain and Mrs. Vanitaben Babulal Jain, directors of the company stating that there are no debts/no creditors of the Company as on the date of the declaration. A copy of Declaration of Solvency along with CA Certificate of "No Creditors" are enclosed with Application as "**Annexure-E 'colly'**".

10. The Directors have appended the audited financial statements of the Corporate Person for the period of previous two consecutive financial years i.e. FY 2020-21 and FY 2021-2022. A copy of financial statement is enclosed as "**Annexure-B 'Colly'**" to the Application.

11. The members of the Petitioner/Corporate Person in their Extraordinary General Meeting (EGM) held on 21.02.2022 passed a Special Resolution according to section 59(3)(c) of the Code to liquidate the Petitioner/Corporate Person voluntarily and to appoint Mr. Saaurabh Jhaveri, Insolvency Professional

[Reg. No. IBBI/IPA-002/IP-N00068/2017-2018/10146] as Liquidator of the Petitioner/ Corporate Person.

12. The Declaration of Solvency by all the Directors along with audited financial statement for the F.Y. 2019-20 and F.Y. 2020-21 were filed with RoC, Mumbai in Form GNL-2 on 23.02.2022 vide SRN T82670043. Further the commencement of liquidation and appointment of liquidator was submitted to the RoC, Mumbai in Form MGT-14 on 23.02.2022 vide SRN T82670746. A copy of GNL -2 and MGT – 14 attached as "**Annexure H and I 'colly'**" respectively.

13. The Liquidator made a public announcement of 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 the *Financial Express* in English and in *Lakshdeep* (Mumbai Edition) in Marathi also in the *Financial Express* (Ahmedabad Edition) in English and in the *Financial Express* (Ahmedabad Edition) in Gujrati Newspaper on 24.02.2022 inviting the submission of claims due from the Petitioner/Corporate Person by various stakeholders, if any till 23.03.2022. The aforesaid public announcement was also submitted to Insolvency and Bankruptcy Board of India (IBBI) and was published on IBBI website on 24.02.2022.

14. The Petitioner/Corporate Person on 11.03.2022 notified the commencement of voluntary liquidation along with Public Announcement to the Income Tax Department in terms of

Section 178 of the Income Tax Act, 1961 and to the relevant Indirect Income Tax Department where the assessment of the Corporate Person was pending.

15. The Company has not received any claims as on 23.03.2022 the last date of receipt of the claim or thereafter till the date of this application. Further on preliminary review of records it was found that there were no statutory dues and/or outstanding

16. Pursuant to Regulation 9 of the IBBI (Voluntary Liquidation Process), Regulations, 2017, the liquidator submitted its preliminary report to the Company on 07.04.2022.

17. As per regulation 34 of IBBI (Voluntary Liquidation Process) Regulations, 2017, the Liquidator has duly opened a Bank Account in the name and style of 'Liquidation account of Auspicious Securities & Leascon Private Limited' with The Surat People's Co-Op. Bank Ltd., Vesu Branch, Suraton bearing Account No. 304017590346 on 05.03.2022.

18. The Applicant after final distribution towards return of capital to the Members and after providing for the Liquidation Cost, the assets of the company were fully distributed/liquidated. As per Liquidation Accounts Rs.2,00,00,000/- were distributed towards return of paid up share capital to the shareholders of the company through four online transfer Rs.55,00,002/- on 28.03.2022, Rs.50,00,000/- on 20.04.2022, Rs.59,99,999/- on 30.04.2022 and Rs.34,99,999/- on 08.05.2022 respectively.

The Applicant further submitted that the 5th and final distribution of net amount of dividend of Rs.8,10,000/- out of reserves and surplus after deducting and paying 10% Dividend Distribution Tax of Rs.90,000/- was made to the shareholders of the company on 11.05.2022 through online transfer.

19. Subsequent to the payments of liquidation cost of Rs.1,93,079.86/- and distribution of Rs.2,09,00,000/- to the shareholders the liquidator has closed the liquidation bank account on 19.05.2022.

20. The Applicant submitted the final distribution towards return of capital to the members and after providing for the Liquidation Cost, the assets of the company were fully distributed/liquidated.

21. In accordance with Regulation 38(1)(b)(iii) Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the Liquidator states that no litigation is pending against the Corporate Person.

22. The Liquidator has filed this petition before this Adjudicating Authority under section 59(7) of IBC seeking an order of dissolution of the Petitioner/ Corporate Person.

23. On examining the submissions made by the counsel appearing for the Petitioner/Corporate Person and the documents annexed to the petition, it appears that the affairs of the Petitioner/Corporate Person have been completely wound up and its assets have been completely liquidated. We are also satisfied from the documents on record that the voluntary liquidation is not with intent to defraud any person. The bank account for the purpose of Liquidation has been closed.

24. In view of the above facts and circumstances and the submissions made by the Liquidator, the Petitioner/Corporate Person deserves to be dissolved and it is ordered accordingly.

25. The Liquidator shall send final report to the Registrar of Companies, Maharashtra, Mumbai and the IBBI Board.

26. The Liquidator shall preserve a physical or an electronic copy of the reports, registered and books of account referred to in regulation 8 and 10 for at least eight years after the dissolution of the corporate person, either with himself or with an information utility.

27. The Petitioner/Corporate Person is further directed to serve a copy of this order upon the Registrar of Companies, Maharashtra, Mumbai within fourteen days of receipt of this order. The RoC shall take necessary action upon receipt of a copy of this order.

28. File be consigned to the records.

Sd/-
SHYAM BABU GAUTAM
Member (Technical)

Sd/-
JUSTICE P N DESHMUKH
Member (Judicial)

12.08.2022
SAM