IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD
DIVISION BENCH
COURT - 1

ITEM No.302
C.P.(IB)/297(AHM)2022

Order under Section 59 IBC

IN THE MATTER OF:

Kashyap A. Shah Liquidator of NJ Global Finance (IFSC) Pvt Ltd **........Applicant**

Order delivered on: 25/10/2023

Coram:

Mr.Shammi Khan, Hon'ble Member(J)
Mr.Sameer Kakar, Hon'ble Member(T)

PRESENT:

For the Applicant :
For the Respondent :

ORDER

The case is fixed for pronouncement of the order. The order is pronounced in the open court, vide separate sheet.

-SD- -SD-

SAMEER KAKAR
MEMBER (TECHNICAL)

SHAMMI KHAN
MEMBER (JUDICIAL)

BEFORE THE ADJUDICATING AUTHORITY
THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH – I, AHMEDABAD

CP(IB)/297(AHM)/2022

[Application under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 read with the Regulation 38(3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 for dissolution of the Corporate Person]

In the matter of **NJ GLOBAL FINANCE (IFSC) PRIVATE LIMITED**

Kashyap A. Shah

Liquidator of **NJ GLOBAL FINANCE (IFSC) PRIVATE LIMITED**

(Under Voluntary Liquidation)

Premise No.432, 4th Floor,

Signature Building,

Block 13-B, Zone 1, GIFT SEZ,

GIFT City, Gandhinagar,

GIFT SEZ, Gujarat, India-382355

… Liquidator / Applicant

Order Pronounced on 25.10.2023

CORAM:

SHAMMI KHAN, MEMBER (JUDICIAL)
SAMEER KAKAR, MEMBER (TECHNICAL)

Appearance:

For Applicant : Piyush Luktuke, Advocate

ORDER

1. This is a Company Petition filed by the Liquidator **Mr. Kashyap A. Shah** in relation to the voluntary liquidation of **NJ GLOBAL FINANCE (IFSC) PRIVATE LIMITED** with CIN: U65929GJ2017PTC097830, under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as "IBC, 2016"), seeking dissolution of the Company.

2. The Applicant Company was incorporated on 12.06.2017 under the provisions of the Companies Act, 2013. The main object of the Company is to become a member of stock exchange situated in International Financial Service Centre (IFSC). To invest, sell, purchase, exchange, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert, or otherwise deal in different types of contracts in equity shares, depository receipt(s), debt securities, currency and interest rate derivatives, index based derivatives, commodities derivatives, products in the equity shares, depository receipt(s), debt securities, currency and interest rate derivatives, index based derivatives, commodities

derivatives and such other securities/derivatives/products of any kind as permitted by Securities and Exchange Board of India (SEBI), or any other authority from time to time. The details of the main objects are set out in the Memorandum of Association which is annexed along with the petition.

3. It is stated in the Petition that the Company in its Board of Directors meeting held on 11.03.2022 and in consultation with promoters decided to voluntary liquidate the affairs of the company under the applicable provisions of the Companies Act 2013 and Insolvency and Bankruptcy Code, 2016, more particularly due to non-commencement of business operation it was not viable to carry, run and operate the company further. The company does not have any fixed assets except cash. Hence, a Board meeting was held on 11.03.2022 to consider winding up and voluntary liquidation of the Company as per the provisions contained under Section 59 of the Insolvency and Bankruptcy Code, 2016, read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017

wherein a Resolution was passed to conduct the Extraordinary General Body Meeting on 23.03.2022.

4. In the Extraordinary General Meeting of the Shareholders of the Company which took place on 23.03.2022 it was resolved by special resolution to appoint the Applicant herein to act as a liquidator for conducting voluntary liquidation process in relation to the Company under Section 59 of IBC, 2016.

5. It was submitted that the Applicant herein has conducted the Voluntary Liquidation process in respect of the Company in Liquidation in accordance with the IBBI (Voluntary Liquidation Process) Regulations, 2017. The details of the relevant compliances as mandated under Section 59 of the IBC, 2016 read with the IBBI (Voluntary Liquidation Process) Regulations, 2017 are listed hereunder:-

S. No	**COMPLIANCE**	**AVERMENTS**	**PAGE NO. IN THE PETITION**
1	Sec. 59 (3)	Board Meeting approving voluntary liquidation and notice for Extra Ordinary General Meeting.	44

2	Sec. 59 (3)	Audited Financial statements for the years 2020-21 and 2021-22.	122-189
3	Sec. 59 (3) (c) and Reg. 3 (1) (c)	EGM dated 23.03.2022 approving the voluntary liquidation.	55-59
4	Section 59 (4) and Reg. 3 (2)	Declaration of solvency filed with ROC in Form GNL-2	66-75
5	Section 59 (4) and Reg. 3	Special Resolution for voluntary liquidation passed by shareholders in EGM vide Form MGT-14	76-80
6	Regulation 14	Form A Public Announcement	81-83
7	Section 178 of IT Act, 1961	Intimation to the IT Department and request for NOC.	85-90
8	Reg. 9	Preliminary report dated 06.05.2022	91-95
9	Reg. 34	Closure of Liquidation Bank Account of Axis Bank	107
10	Reg.38	Filing Final report dated 29.08.2022	108 - 116
11	Reg. 38	Final report in GNL-2 filed with the ROC	117 -120
12	Reg. 38	Submission of Final Report to IBBI	121
13	Reg. 38	Form-H – Compliance certificate	192-198

6. Notice of this petition was sent to the Regional director, Registrar of Companies and Income Tax Department. The Income Tax Department has E-filed its report/representation on 01.03.2023, in respect of the Company, stating that "*It is submitted that there is no outstanding dues, no proceedings/objections are pending in the case of NJ Global Finance (IFSC) Private Limited: AAFCN6657A".* No reply/report from Regional Director and RoC received.

7. It is stated in the petition that the Company is registered in the "GIFT CITY", which is considered as SEZ. Accordingly intimation/notice of Voluntary Liquidation of the company is required to be given to the Reserve Bank of India (Foreign Exchange Department) and Development Commissioner, GIFT-SEZ. Accordingly, intimation/notice was given/issued to the Reserve Bank of India and Development Commissioner, GIFT-SEZ. Proof of notice is annexed with the petition as Annexure-k and Annexure-L respectively.

8. In response to the intimation/notice given by the applicant, The Reserve Bank of India (Foreign Exchange Department) and the Development Commissioner, GIFT-SEZ, has given their "No Objection" to the Voluntary Liquidation. Copy of reply/letter given by them is annexed with the petition at Page No. 100 and 104 respectively.

9. It is also stated in the petition that the Company is registered in "GIFT-CITY", which is considered as SEZ. Accordingly, it is required to Open & Maintain account in Foreign Currency. The Company accordingly, was having US Dollar Account in HDFC Bank Ltd at Gift City, Gandhinagar. Intimation was given to HDFC Bank Ltd. about the voluntary liquidation under Section 59 of Insolvency and Bankruptcy Code, 2016.

10. On perusal of the petition it was observed that in the Preliminary Report it is stated that the liquidation of the Company is estimated to be over by 30.06.2022. Whereas the liquidation commenced on 23.03.2022 and the petition was filed before this Tribunal on 13.10.2022, which is contrary to the provisions of Law. Hence, this Adjudicating Authority vide order dated 08.09.2023 directed liquidator

to place on record the consent of the stake-holders extending the time limit of the Voluntary Liquidation process.

11. In compliance of the order dated 08.09.2023 Applicant convened the Extra Ordinary General Meeting on 16.09.2023 wherein resolution in connection with extension of liquidation period was passed. Applicant placed on record the minutes of EGM for extension of liquidation period.

12. It was submitted by the Applicant that no claim has been received during the process of liquidation. Further, it was submitted that after making various payments including liquidation costs as per the provisions of Section 53(1) of IBC, 2016, the Liquidator has distributed the funds among the shareholders as detailed below:

Receipts	**Amount (Rs.)**	**Payments**	**Amount (Rs.)**
Realization of Bank Balance	**12,449,848.62**	Liquidator's Remuneration	188,800
		Newspaper Advertisements	8,316
		Auditors' Remuneration	10,000

		Claims of Creditors	-
		Bank Charges of Liquidation account	29,500
		Liquidation Expenses reimbursement	6,453
		Payment to Members/Shareholders (Aggregate Rs. 9.765423696 per share distributed to the shareholders/contributories holding 12,50,000 fully paid up equity shares of face value of Rs. 10 each)	12,206,779.62
Total Receipt	**12,449,848.62**	**Total Payment**	**12,449,848.62**

13. Thus, on examining the submissions made by the Applicant and after perusing the documents annexed to the Petition it appears that the affairs of the Company have been completely wound up and the assets of the Applicant Company have been completely liquidated and as such the Applicant Company deserves to be dissolved. Accordingly, in exercise of the powers conferred under Section 59(8) of

IBC, 2016. We hereby order the dissolution of **NJ GLOBAL FINANCE (IFSC) PRIVATE LIMITED** and the Applicant Company shall stand dissolved from the date of this order.

14. The *Registry* and the Liquidator are directed to serve a copy of this order upon the Registrar of Companies, Gujarat, Income Tax Department and also to IBBI, within 14 days from the date of this Order for information and necessary action.

15. The Liquidator shall preserve a physical or an electronic copy of the reports, registers and books of account referred to in Regulations 8 and 10 of IBBI Regulations for at least eight years after the dissolution of the Corporate Person, either with himself or with an information utility.

16. Accordingly, the Company Petition stands **allowed** and disposed of.

-SD-
SAMEER KAKAR
MEMBER (TECHNICAL)

-SD-
SHAMMI KHAN
MEMBER (JUDICIAL)

Paresh Vedani