,IN THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH – II, CHENNAI

CP/691/2020

(Filed under Sec. 59(7) of the Insolvency and Bankruptcy Code, 2016)

In the matter of Rosti Technical Plastics (India) Private Limited

Rabi Narayan Pal
Liquidator of Rosti Technical Plastics (India) Pvt. Ltd.
(In voluntary Liquidation)
CIN: U25200TN2008PTC068268
Land Shed No-5, In survey No. 418/1,
Padasala Road, PKM Cross Street,
Mel Ayyanambakkam,
Chennai - 600095

... Liquidator / Applicant

Present:

For Applicant : K. Aparna Devi, Advocate

CORAM:

JUSTICE(RETD)S.RAMATHILAGAM,MEMBER (JUDICIAL)
ANIL KUMAR B, MEMBER (TECHNICAL)

Order Pronounced on 3rd February, 2022

ORDER

***Per:* Justice (Retd.) S.RAMATHILAGAM, MEMBER (JUDICIAL)**

This is a Company Application filed by the Liquidator in relation to the voluntary liquidation of *Rosti Technical Plastics (India)* (hereinafter the "Applicant Company") *Private Limited* under Section 59(7) of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as "IBC, 2016"), seeking the dissolution of the Applicant Company.

2. The Applicant Company was incorporated on 18.06.2008 under the provisions of the Companies Act, 1956. The main object of the Company is extracted briefly as under:

(i) To carry on the business in India or elsewhere of manufacturers and dealers, importers and exporters of plastics, plastic materials and plastic goods and all types of metal, PCB, other electronic items, wire, cables switches that may be derived from any process or may be incidentally hereafter discovered in dealing with above said materials;

(ii) To promote, establish, acquire and run or otherwise carry on the business of manufacturers of and dealers in Styrene, Polystyrene, Polyethylene both low density and high density, Polypropylene, Alkathene, Vinyle-chloride, cellulose plastics, nylon, moulding powder, Cellulose Acetate Moulding Powder, etc.

(iii) To carry on the business of manufacturing, sub-contracting, acquiring, selling, distributing or otherwise dealing in plastics, plasticines, resins, articles treated by resins or resin solutions, cellulose and cellulose substances, etc.

The Objects are given in detail in the Memorandum of Association which has been submitted alongwith the typed set of Petition.

3. It is stated that at present the Company did not have any creditors and no litigation was pending against the applicant company. On requisition from the shareholders of the Company, the Board of Directors of the Company in their meeting held on 18.03.2019 considered for the voluntary liquidation of the Company.

4. It was submitted by the Learned Authorized Representative that in compliance with Section 59(3) of the IBC, 2016 read with Regulation 3 of IBBI (Voluntary Liquidation Process) Regulations, 2017, Mr. T.K. Purushothaman (managing Director of the Company) has, on behalf of the Directors, filed an affidavit for Declaration of Solvency and the said affidavit is placed at pages 92 to 94 of the typed set filed along with Application and the aforesaid declaration of solvency was also filed with the ROC on 04.04.2019 in e-form GNL-2 vide SRN H49695653.

5. It can be seen from the Preliminary Report of the Liquidator which has been placed in page 271 that, the Company had a total Assets and Liabilities of INR 3,95,425/- (Three Lakh Ninety Five Thousand Four Hundred and Twenty Five Only). It can be seen in Page 282 of the Final Report that the Company

has no other assets, other than the Bank Balance as on the date of the commencement of Liquidation. It is further submitted that, the Assets of the Company as above mentioned was just sufficient to discharge the claims, fee, tax, charges, and liquidation expenses aggregating to Rs. 3,95,425 /- and therefore, there was no surplus leftover which was available for distribution among the stakeholders in the process of voluntary liquidation in the manner contemplated in Regulation 35 of the IBBI (Voluntary Liquidation Process) Regulations, 2017.

6. The Learned Counsel further submitted that as required under Section 59(3)(c) of the IBC, 2016 read with Regulation 3(c) of IBBI (Voluntary Liquidation Process) Regulations, 2017, a Special Resolution at their Extra Ordinary General meeting held on 12.04.2019 was passed at the meeting of the Company to liquidate itself and to appoint the Liquidator, Mr. Rabi Narayan Pal which is placed at pages 149 to 148 of the typed set filed along with the Application. Further, the same was notified to the RoC and IBBI within 7 days, as per Section 59(4) of IBC, 2016, which is placed at page 153-157 of the typed set filed along with the Application.

7. The Learned Counsel further submitted that the Liquidator has issued a Public announcement dated 15.04.2019 as required under Regulation 14 of IBBI (Voluntary Liquidation Process) Regulations, 2017 within 5 days of his appointment, one in "Business Standard" (English) and the other in vernacular "Makkal Kural" (Tamil) and the same is placed as Annexure 8 to the typed set filed along with the Application. It is also submitted that as required under Section 178 of the Income Tax Act, the Liquidator has given notice to the Income Tax authorities within 30 days of his appointment as Liquidator and that the Company is under Voluntary Liquidation vide his letter dated 09.05.2019 to the Income Tax Authorities. Further it was submitted in Pages 245 to 248 and in the asset distribution given in Page 36 that the amount of tax payable, i.e., Rupees 26,020/- along with interest of Rupees 521/- has been paid.

8. The Learned Counsel further submitted that as per the Regulation, the Liquidator opened a Bank Account in the name of *Rosti Technical Plastics (India) Private Limited in Liquidation with ICICI Bank Limited situated at No.175, Trunk Road, Poonamallee, Chennai, 600056* for realisation and payment to the Creditors (liability raised after the date of commencement of liquidation (i.e., Payables) and members.

9. The Learned Counsel further submitted that there were no Financial Creditors for the Corporate Person. Hence, the receipt of claims from the Financial Creditors by the Liquidator does not arise in this process. Further, it is averred in the application that on verification of the books of accounts of the Corporate Person, the Liquidator recognised that there were no creditors and no claim was received from any creditors of the Corporate Person. Hence the payment to the creditors of the Corporate Person by the Liquidators does not arise. The Employee Provident Fund Organisation, Regional Office, Ambattur, Chennai submitted its claim in Form B along with affidavit, copy of dues report, penal interest calculation and short payment in contribution which has been annexed as Annexure A23 to the typed set of Application. The said claim was paid and the bank statement reflecting the claim and acknowledgement receipt has been annexed as Annexure A24.

10. It was further averred in the application that the Auditors Certificates on the Liquidation, showing receipts and payments pertaining to liquidation since the liquidation commencement date and it is annexed as Annexure A4 in Page 91 of the typed set of the application.

11. The Learned Counsel submitted that as per Regulation 9 of the IBBI (Voluntary Liquidation Process) Regulations, 2017, the Liquidator has submitted his preliminary report before IBBI on 23.05.2019, within 45 days from the Liquidation commencement date of the Company and the copy of the report is annexed as Annexure A26 to the typed set filed along with the Application.

12. The Learned Counsel of the Applicant Company has submitted in Page 235, a Summary of Account as on 09.03.2020 which shows NIL balance in the Liquidation Account. Further, Page 281 shows audited accounts of the Liquidation, in which, Account closure Charges and GST as on 09.03.2020 is reflected.

13. It is further submitted that upon completion of the Liquidation Process, the Final Report dated 27.03.2020 in accordance with Regulation 38 of the IBBI (Voluntary Liquidation Process) Regulations, 2017 was prepared and the same was filed with the RoC and the IBBI, the copy of the Final Report and the proof of filing the same with the RoC is placed as Annexure A28 and proof of email communication to IBBI is annexed as Annexure A29 to the typed set filed along with the petition.

14. Thus, on examining the submissions made by the Learned Counsel and after perusing the documents annexed to the

Application 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 *Rosti Technical Plastics (India) Private Limited* and the Applicant Company shall stand dissolved from the date of this order. Accordingly, the Company Application stands **Allowed**.

15. The *Registry* and the Liquidator are directed to serve a copy of this order upon the Registrar of Companies, Chennai, and also to IBBI, within 14 days from the date of this Order.

-Sd-
B. ANIL KUMAR
MEMBER (TECHNICAL)

-Sd-
Justice (Retd.) S. RAMATHILAGAM
MEMBER (JUDICIAL)

Haripriya A