

**IN THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
COURT -II**

CP (IB) No. 230 / 59 / NCLT / AHM / 2021

[Under Section 59 (7) of Insolvency & Bankruptcy Code, 2016]

M/s. ESSENER INVESTMENTS PRIVATE LIMITED

.....Applicant

Order Pronounced on : 02.06.2022

**Coram: DR. DEEPTI MUKESH, MEMBER (J)
AJAI DAS MEHROTRA, MEMBER (T)**

Appearance:

Mr. Ritesh Adatiya, Liquidator in person.

Ms. Dhruvi Trivedi and Maithili D Mehta, Ld. Advocates for the
Department of Income Tax.

CP (IB) No. 230/59/NCLT/AHM/2021

MEMO OF PARTIES

M/s ESSEAR INVESTMENTS PRIVATE LIMITED

(CIN: U51909GJ1940PTC000337)

Aniket 2nd Floor CG Road, Navrangpura,

Ahmadabad, Gujarat-380009

.....Applicant

ORDER

1. The present Company Application is filed under Section 59 (7) of Insolvency & Bankruptcy Code, 2016 (hereinafter referred to as “**IB Code**”) by the Liquidator Mr. Ritesh Prakash Adatiya for seeking the order of dissolution of the Corporate Person, i.e., **M/s Essenar Investments Pvt. Ltd.**
2. The registered office of the Corporate Person is Aniket 2nd Floor CG Road, Navarangpura, Ahmedabad – 380009, Gujarat. Hence, the present application is within the jurisdiction of this Adjudicating Authority.
3. It is submitted by the applicant that the Corporate Person was originally incorporated with the name of M/s. “Cloth Traders Limited” on 24.07.1940 under the provisions of the “Government of Baroda” Companies Rules, 1918. A fresh certificate of incorporation was issued by ROC, Gujarat consequent of the change of name to “Essenar Investments Private Limited” on 11.09.1989 under the

provisions of the Companies Act, 1956. Copies of the said documents are annexed with the application.

4. The authorized share capital of the Company is Rs. 30,00,000/- (Rupees Thirty Lakh only) divided into 30,000/- (Thirty Thousand) shares of Rs. 100/- each. The issued, subscribed and paid-up share capital of the Company is Rs. 14,62,500/- divided into 14,625/- equity shares of Rs. 100/- each.
5. It is also submitted that the Board of Directors in the meeting dated 17.11.2019 approved the proposal to voluntarily liquidate the affairs of the Corporate Person under the provision of section 59 of the IB Code read with the Insolvency and Bankruptcy Board Of India (Voluntarily Liquidation Process) Regulations, 2017 (hereinafter referred to as "**VLP Regulations**"). It is further submitted that since the last few years, the company is not carrying on any business nor earned any profits except income earned from interest on investments.
6. The directors of the corporate person made the declaration under **section 59 (3) and Regulations 3 VLP Regulations** by way of an affidavit as under;
 - I. That they have made full inquiry into the affairs of the company and having done so, have formed the opinion that the Company has no debts.
 - II. That the company is not being liquidated under the provisions of the IB Code to defraud any person.
 - III. That the previous three years audited financial statements of the corporate person i.e. for F.Ys. 2017-18, 2018-19, and

2019-20 and a report of valuation of the assets of the corporate person as of 15.10.2019 is attached.

7. The Corporate Persons in their Extraordinary General Meeting held on 28.11.2019 passed a Special Resolution to liquidate the corporate person voluntarily as per the provisions of Section 59 of the IB Code and Regulations made thereunder. It was also resolved to appoint Mr. Ritesh Prakash Adatiya, having IP registration no. IBBI/IPA-001/IP-P01334/2018-19/12013) as the Liquidator and the liquidator's fee was also decided.
8. The special resolution and the declaration of solvency were filed with the ROC, Gujarat in relevant e-forms (i.e. MGT 14/GNL-2) on 05.12.2019 and 10.12.2019 respectively under section 59 (4) of the IB Code read with Regulations 3 (2) of the VLP Regulations and also intimated to the IBBI on 02.12.2019 in Form IP-1. Thereafter, in compliance with section 178 of the Income Tax Act, 1961, the liquidator has also intimated to the Income Tax Authority on 16.12.2019 seeking a 'No Objection Certificate' from them.
9. The Liquidator made public announcement under Regulation 14 of VLP Regulations regarding commencement of the voluntary liquidation process of the Corporate Person, i.e., **M/s Essenar Investments Pvt. Ltd.**, in two Newspapers, namely, "Business Standard" in English and "Loksatta Jansatta" in Gujarati both Ahmedabad Editions on 02.12.2019 for submission of claims by its shareholders or creditors on or before 28.12.2019, and the same was also uploaded on the website of the IBBI.
10. The total claims received by the liquidator from the shareholders of the Corporate Person is Rs. 1,64,28,877/-. The liquidator submitted

the preliminary report under Regulation 9 of VLP Regulations, 2017 to the Board of the corporate person. The estimated liquidation cost of the corporate person was stated as Rs. 50,000/- plus applicable taxes excluding other expenditures.

11. In compliance with Regulation 34 of VLP Regulations, the liquidator had to change the name of the Current A/c No. 200920100001247 of the corporate person into **“Essenar Investments Pvt. Ltd. in voluntary liquidation”** with the Bank of India, Navrangpura, Branch, Ahmedabad.
12. It is submitted that the liquidator had distributed the claims of the stakeholders under Regulations 35 of VLP Regulations after verifying the claim from the Books of accounts of the Corporate Person.
13. The Liquidator completed the liquidation process within the prescribed period as per Regulation 36 of VLP Regulations, 2017 and closed the Bank Account which was opened for voluntary liquidation. A copy of the account closure certificate along with the bank account statement is attached with the application.
14. The auditor's certificate on the liquidation shows receipts and payments about liquidation since the liquidation commencement date, i.e., 28.11.2019. Thereafter, the liquidator submitted the Annual Status Report to the stakeholders of the corporate person on 05.12.2020, as per Regulation 37 of VLP Regulations, 2017.
15. It is also evident from the records that after completion of the liquidation process, the Liquidator has prepared the final report

under Regulation 38 of VLP Regulations wherein the liquidator made disclosures as under;

- I. A statement containing audited accounts of the liquidation, showing receipts and payments pertaining to voluntary liquidation since the liquidation commencement date i.e. 28.11.2019.
- II. Statement on sale of assets of the corporate person is as under:

Sr. No.	Particulars	Book Value	Realized Value
1.	Computer	1040.00	750.00
2.	Furniture	3377.05	1250.00
3.	Fixed Deposit	1,39,81,019.00	1,68,96,188.00
4.	Investments in Shares		
	Entertainment Network Ltd.	9,558.00	70,023.00
	Gujarat State Petronet Limited	9,855.00	
	Simplex Mills Co. Ltd.	356.00	
	Total of Investments	19,769.00	
	Total	1,40,05,205.00	1,69,68,211.00

- III. It is also stated that there are no creditors in the corporate person except shareholders, hence no claim was submitted by the creditors.

- IV. Statement of the amount distributed to the shareholders/members along with a statement showing the payments to the liquidation cost.
 - V. The liquidator has stated in his final report that on the basis of information and explanation provided by the director of the corporate person, no litigation is pending against the corporate person.
 - VI. The liquidator attached the challan copy of advance tax payment for the financial year 2019-20 and payment of dividend distribution tax.
16. The voluntary liquidation process has been completed as per the applicable statutory provisions of the Code and the Regulations made thereunder and a copy of the final report has been submitted to the ROC, Ahmedabad in form GNL-2 and also sent to the IBBI on 25.10.2021 through email which is also annexed with the application.
17. Vide order dated 21.02.2020, This Tribunal had instructed the applicant/liquidator to issue notices to ROC, Ahmedabad and Income Tax Department, and the same was complied with by the applicant, and, the proof of service was filed. In response to the above notice, the Income Tax Department sent Letter dated 04.03.2022 wherein it is submitted that there no outstanding demand is pending in the above-named assessee company i.e. M/s. Essenar Investments Private Limited.
18. Heard the Liquidator of the corporate person and perused the material available on record. It shows that the corporate person was not having any assets except the Fixed Deposit in the bank. It is

also noted that there are no creditors in the company. The only claim filed during the liquidation proceedings was by the nine shareholders of the corporate person. The amount of Rs. 1,39,78,354,- has been disbursed to the shareholders after amounting for the cost of liquidation of Rs. 1,54,722.64.

19. It is also noted that presently nothing remains to be disposed of in the corporate person and the liquidator has complied with all the relevant provisions for liquidation of the corporate person.
20. Hence, considering the above-stated facts and circumstances of the present case, we find that the present application deserves to be allowed.
21. We in the exercise of a power conferred under Section 59(8) of the Insolvency & Bankruptcy Code, 2016 along with relevant Regulations, order that the Applicant Company i.e. **M/s. Essenar Investments Private Limited** shall stand dissolved from the date of this order.
22. The Liquidator is further directed to communicate a copy of this order to the Registrar of Companies, Gujarat and IBBI, New Delhi within the stipulated period of 14 days from the date of this order, who shall then be discharged from functioning as Liquidator of this Corporate Person.
23. The registry is also directed to communicate a copy of this order to ROC, Gujarat as well as IBBI, New Delhi. ROC, Gujarat is further directed to update the Master Data of the corporate person and file the compliance report.

24. The present company application is allowed and stands disposed of.

S/d-

Ajai Das Mehrotra
Member (Technical)

S/d-

Dr. Deepti Mukesh
Member (Judicial)

RAHUL/LRA