

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



ITEM No.1

C.P.(IB)/67(AHM)2023

Proceedings under Section 59 IBC,2016 r.w Reg 38 IBBI Reg 2017

IN THE MATTER OF:

Navin Narang Liquidator of eat Real Snacks Pvt Ltd
V/s
ROC, Gujarat

.....Applicant

.....Respondent

Order delivered on: 13/09/2023

Coram:

Mr. Shammi Khan, Hon'ble Member(J)
Mr.Kaushalendra Kumar Singh, 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-

**KAUSHALENDRA KUMAR SINGH
MEMBER (TECHNICAL)**

-Sd-

**SHAMMI KHAN
MEMBER (JUDICIAL)**



**NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD
DIVISION BENCH
(COURT NO. I)**

CP (IB)/67(AHM)/2023

[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:

Mr. Naveen Narang,
Liquidator of

M/s. Eat Real Snacks Private Limited,
(CIN-U15510GJ2016FTC086004)

Registered Office of the Company

At 28, Nandan Baug Bunglow, Naroda Dehgam

Road, Bilisiya, Ahmedabad – 382330 (GUJARAT)

...Applicant/Corporate Person

VERSUS

The Registrar of Companies, Gujarat,

Having its office at:

ROC Bhavan, Opp. Rupal Park Society,

Behind Ankur Bus Stop,

Naranpura, Ahmedabad-380013,

Gujarat, India.

..... Respondent

Order Pronounced On: 13/09/2023



Coram: Mr. Shammi Khan- Member (Judicial)
Mr. Kaushalendra Kumar Singh-Member (Technical)

Appearance:

For the Applicant : Mr. Vinit Nagar, PCS

For the Respondent : None

ORDER

1. The instant Application has been filed by **M/s. Eat Real Snacks Private Limited**, ('Company') through liquidator, namely, **Mr. Navin Narang** for dissolution of the Corporate Person through voluntary liquidation under Section 59 of the Insolvency and Bankruptcy Code, 2016 ('Code') read with regulation 38(3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 ('IBBI Regulations').
2. The Company was incorporated as a Private Limited Company under the provisions of the Companies Act, 2013, on 09.02.2016, bearing CIN- U15510GJ2016FTC086004 having Registered Office at 28, Nandan Baug Bunglow, Naroda Dehgam Road, Bilisiya, Ahmedabad - 382330 (GUJARAT). The Authorized share capital of the Company is



Rs. 4,21,00,000/- divided into 42,10,000 equity shares of Rs.10/- each and the issued, subscribed, paid-up share capital of the Company is Rs. 4,21,00,000/- divided into 42,10,000 equity shares of Rs. 10/- each.

3. The main objects of the Company were to carry on the business of manufacturing and trading of packaged foods and snack items. A copy of the Memorandum of Association and Article of Association of the Company and a copy of Master Data, as available from the website of the Ministry of Corporate Affairs, is annexed with the application.
4. It is submitted by the applicant that the Board of Directors of the company considered to close down the company by way of voluntary liquidation as the Company has incurred losses due to several business constrains and adverse economic situation and further in view of non-availability of the business prospects and on-going market conditions it is in the best interest of the Company to not to continue the business. The Board of Directors of the company passed the resolution in the meeting held on 03.10.2022 to liquidate the



company as per the provisions of section 59 of the Code and also passed the resolution for the appointment of liquidator and authorised Mr. Naveen Narang, Insolvency Professional, to act as the liquidator of the company for the purpose of the voluntary liquidation of the affairs of the company. A copy of Board Resolution passed on 03.10.2022 is annexed as **Annexure P/4** with the application.

5. In pursuant of the meeting of BODs held on 03.10.2022, the two directors of the company have submitted the Declaration of Solvency Affidavit on date 03.10.2022 and 19.10.2022 separately stating therein that they have made a full inquiry into the affairs of the Company and formed an opinion that the Company has no debt and the dissolution of the company is not to defraud any person. Copies of the Declaration of Solvency Affidavit along with Form GNL-2 filed with the Registrar of Companies vide SRN No. F39049150 on 02.11.2022 The copy of the Independent Auditors Report of the Company for the year 2020-21 and 2021-22 are also annexed with the application.



6. As per the resolution passed in the BOD meeting held on 03.10.2022 and the Extra Ordinary General Meeting conducted on 13.10.2022, the Shareholders of the Company had resolved to liquidate the affairs of the company and had confirmed the appointment of the Mr. Naveen Narang, Insolvency Professional (Registration No. IBBI/IPA-002/IP-N00794/2019-20/12565) as the liquidator for the purpose of voluntary liquidation of the affairs of the company. The company has filed form MGT-14 vide SRN No. F30562136 on 17.10.2022 with ROC, Ahmedabad ('Registrar of Companies') for intimating about voluntary liquidation of the corporate person and appointment of Liquidator. A copy of form MGT-14 is enclosed with this application as **Annexure- P/6**.

7. The liquidator made public announcement of the commencement of liquidation in Form A of Schedule I as per Regulation 14 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 in English in the "Financial Express" (Ahmedabad Edition) and in Gujarati in (Ahmedabad Edition), dated 15.10.2022 inviting claims in respect of the corporate person by various



stakeholders from the date of commencement of liquidation, i.e., 13.10.2022. A copy of the newspapers advertisement for the said public announcement is annexed as **Annexure-P/7** to the application.

8. The liquidator sent the intimation of commencement of voluntary liquidation to IBBI via email dated 14.10.2022 and to Income Tax via email dated 16.10.2022. The liquidator also informed about the public announcement and uploaded the same on website of IBBI on 17.10.2022. A copy of the email dated 14.10.2022 and 16.10.2022 and a copy of public announcement uploaded on website of IBBI are annexed with the application as **Annexure-P/6** and **Annexure-P/8** respectively.
9. The liquidator had prepared and submitted Preliminary Report on 22.11.2022 to the shareholders of the Corporate Person within prescribed time limit of 45 days from the liquidation commencement date i.e. 13.10.2022. As per the Preliminary report annexed as **Annexure-P/9** the Company



has no fixed assets or liabilities as on the date of liquidation except bank balance of Rs.34,07,077/-.

10. The Applicant/Liquidator opened a bank account as required under regulation 34(1) of IBBI Regulations with Axis Bank for the receipt of all moneys due to the corporate person. No claims were received by the liquidator from any of the creditor/stakeholders. In compliance with the provisions of Regulation 35 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 and section 53 the Insolvency and Bankruptcy Code, 2016 the appointed Liquidator on 17.01.2023 distributed the available funds to the shareholders. Subsequent to making payment to the members of the Company, on 02.02.2023 the liquidator has closed the Bank Account. Copy of the bank statement showing distribution to shareholders as well as evidence of closure of Bank account is annexed as **Annexure-P/10** with the application.

11. It is submitted that in compliance with the provisions of Regulation 38 of the Liquidation Regulation, 2017, the



liquidator on 06.02.2023 prepared a final report and submitted the same to the IBBI on 06.02.2023 via email and on 07.02.2023 via hand delivery. The copy of the said report is duly filed with the Registrar of Companies vide E-Form GNL-2 vide SRN No. AA1325458 on 06.02.2023. Copy of final report and submission of same to IBBI and Registrar of Companies are annexed with the application as **Annexure-P/11 to P/13**. As per the final report the Applicant/corporate person had no fixed assets or liabilities as on the date of liquidation except bank balance of Rs.34,07,077/-. The Applicant/Corporate Person also had no creditors and pending litigation.

12. The Applicant/liquidator filed this application on 27.02.2023 in which notice was issued by Adjudicating Authority on 22.03.2023 to the ROC, and Income Tax Department. In pursuant to said order, the Registry of the Tribunal placed on record tracking Report of service upon ROC & Income Tax Department. The Applicant/liquidator also filed service Report along-with affidavit on 27.04.2023.



13. In response to notice served upon Income Tax Department, the Income Tax Department has filed its report dated 26.04.2023 saying that there is no outstanding demand but no reply has been received from the ROC. This Adjudicating Authority vide its order dated 12.06.2023 gave one more opportunity to the ROC to file the reply. However, despite opportunities to the RoC to appear in the matter, none appeared on behalf of the RoC and no response was received from RoC.

14. We have heard the Learned PCS for the Corporate Person and perused the material available on record. Neither any one appeared on behalf of ROC nor any reply / any objection was filed by them despite giving opportunities to them. Only Income Tax department appeared and filed its report dated 26.04.2023 informing that there is no outstanding demand and no proceedings are pending in the case of the applicant/corporate person as verified from the ITBA system. Hence, they have no objection to the voluntary liquidation of the corporate person.



15. It is noted that the Board of Directors of the Corporate Person has taken a conscious decision for closing down the Corporate Person because the shareholders of the Corporate Person do not want to continue with the business. The members in Extra Ordinary General Meeting having passed special resolution to voluntarily liquidate the Company.
16. It also appears that the Liquidator has duly performed his duties and completed the necessary formalities to complete the liquidation process of the Corporate Person/Applicant. It also appears that the funds of the Applicant/corporate person have been duly distributed between the stakeholders as per their claims. Since there are no Creditors in the Corporate Person, no claims were received. It also appears that objection is not received from any person regarding the proposed voluntary liquidation, either from the side of the shareholders or from creditors, nor any adverse comment is received from the public at large against such liquidation. It is also evident that the proposed liquidation is duly communicated to the Registrar of Companies, Gujarat by filing Form MGT-14 and GNL-2. After distributing the



proceeds of the Corporate Person, the liquidator has filed final report wherein it is clearly stated that nothing remains to be realized in the Corporate Person.

17. It is seen that assets of the company have been completely liquidated. The affairs of the company have been wound up. This petition complies with the provisions of Section 59(7) of the Code. Necessary compliances as per provisions of the Code have been made by the Applicant/Corporate Person and the Liquidator. By taking into consideration, the above stated facts and circumstances, the present application in exercise of the powers conferred under sub-section (8) of Section 59 of the Insolvency and Bankruptcy Code, 2016 deserves to be allowed for the proposed dissolution of the Corporate Person. Hence, we pass the following order:-

- i). This Adjudicating Authority in exercise of powers conferred to it under Section 59(8) of the IBC, 2016 orders that the Corporate Person (Applicant Company) **M/s. Eat Real Snacks Private Limited**, (CIN-U15510GJ2016FTC086004) shall stand dissolved from the date of this order.



- ii). The Liquidator is directed to file copy of this order with the concerned Registrar of Companies, Income Tax Department, and IBBI within 14 days for information and necessary action as well as with other Statutory Authorities for information. Such communication should be made within the stipulated period of fourteen (14) days from the date of this order.
- iii). The Liquidator shall preserve physical or 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.

18. Accordingly, the present application i.e.,

CP(IB)/67/(AHM)/2023 stands allowed and disposed of.

-Sd-

KAUSHALENDRA KUMAR SINGH
MEMBER (TECHNICAL)

-Sd-

SHAMMI KHAN
MEMBER (JUDICIAL)