

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-II

CP (IB) No.4441/MB-II/2019

Under section 59 of the Insolvency & Bankruptcy Code, 2016 r/w Regulation 38(3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.

In the matter of

MGI Group India Private Limited
[CIN: U74120MH2012FTC225958]

Having its registered office at –

Platina Unit No.704, 7th Floor

Plot No. C 59, G Block

Bandra Kurla Complex, Bandra East

Mumbai 400 051

Represented by its Liquidator,

Mr. Tarun Jaggi

... Petitioner/Corporate Person

Order pronounced on 30.09.2020

Coram:

Mr. Rajasekhar V.K. : Member (Judicial)

Mr. Ravikumar Duraisamy : Member (Technical)

Appearances:

For the Petitioner : Mr. Pankaj Kumar Khandelwal,
Advocate

ORDER

Per: Rajasekhar V.K., Member (Judicial)

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.*, MGI Group India Private Limited [CIN: U74120MH2012FTC225958] (Petitioner/Corporate Person) through Mr. Tarun Jaggi, Liquidator, for voluntary liquidation of the Petitioner/Corporate person.

Corporate history of the Petitioner/Corporate Person

2. The Petitioner/Corporate Person was incorporated on 12.01.2012 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 Platina Unit No704, 7th Floor, Plot No. C 59, G Block Bandra Kurla Complex, Bandra East, Mumbai 400 051, within the State of 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 of generating deal flows, conducting research and due diligence for such deals and identifying good investment opportunities in India for its Shareholders.
4. The authorised, issued, subscribed and paid-up share capital of the Petitioner/Corporate Person is ₹3,00,00,000/- (Rupees three crore only) divided into 30,00,000 (thirty lakh) equity shares of ₹10/- (Rupees ten only) each. The Petitioner/Corporate Person, at present, has three directors Mr. Amit Sachdev [DIN: 06972441], Mr. Daisuke Makino [DIN: 07773824] and Mr. Mutsuki Takano [DIN: 07804868].

Reasons for voluntary liquidation

5. It is stated in the petition that the Petitioner/Corporate Person was struggling for business opportunities. Hence, the management has

proposed to close down the business operations of the Petitioner/ Corporate Person in India. Pursuant to this, the Board of Directors (BoD) of the Corporate Person decided to wind up the affairs of the Company by way of Member's Voluntary Winding up prescribed under the provisions of section 59 of the Insolvency and Bankruptcy Code, 2016 read with regulation 3 of Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017. The BoD of the Petitioner/Corporate Person, at its meeting held on 30.03.2018, resolved to liquidate the Petitioner/ Corporate Person voluntarily under section 59 of the Code.

Procedural compliances

6. The Directors of the Petitioner/Corporate Person have as per section 59(3)(a) of the Code, approved the Declaration of Solvency and resolved to wind up the company under "*Members Voluntary Winding up*" at the Board meeting held on 30.03.2018. The Directors have declared that they have made full inquiry into the affairs of the Petitioner/Corporate Person and are of the opinion that the Petitioner/Corporate Person would be able to pay its debts in full from the sale proceeds of voluntary liquidation and the Petitioner/ Corporate Person is not being liquidated to defraud any person. The Directors have appended to the above affidavits, Balance Sheet of the Petitioner/Corporate Person as on 15.12.2018 and a Statement of the Petitioner/Corporate Person's Profit and Loss Account and the receipt and payments account for the period 08.05.2018 to 15.12.2018. The above details have been filed by the Petitioner/Corporate Person with the Registrar of Companies, Maharashtra, Mumbai, in Form GNL-2 on 20.03.2019.

7. The members of the Petitioner/Corporate Person in their Extraordinary General Meeting (EGM) held on 08.05.2018 passed a Special Resolution as required under section 59(3)(c) of the Code, to liquidate the Petitioner/Corporate Person voluntarily and to appoint Mr. Tarun Jaggi, Insolvency Professional [Reg No.IBBI/IPA-001/IP-P00113/2017-2018/10220] as Liquidator with a remuneration of ₹6,00,000/- (Rupees six lakh only) plus applicable taxes and other actual liquidation expenses mutually agreed upon, of the Petitioner/Corporate Person.
8. 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 Free Press Journal* (Mumbai Edition) in English and in *Navshakti* (Mumbai Edition) in Marathi on 10.01.2019 inviting the submission of claims due from the Petitioner/Corporate Person by various stakeholders. The aforesaid public announcement was also submitted to Insolvency and Bankruptcy Board of India (IBBI) and was published on IBBI website on 28.12.2018.
9. The Petitioner/Corporate Person has submitted the resolution for the commencement of liquidation, the appointment of a liquidator and a public announcement made in the newspaper to the Registrar of Companies, Maharashtra, Mumbai in Form MGT-14 and Form GNL-2.
10. The Petitioner/Corporate Person notified the Registrar of Companies, Maharashtra, Mumbai, on 11.05.2018 by filing Form MGT-14 about the passing of a Special Resolution to liquidate the Petitioner/Corporate Person.

11. The Liquidator did not receive any claims from any creditors, workmen, employees or other stakeholders in response to the advertisement published in the newspapers.
12. The Liquidator has intimated the commencement of Liquidation and of his appointment to the Income Tax Authority. The Income Tax Authority, Mumbai has issued No Dues Certificate to the Corporate Person.
13. The Liquidator has also intimated that he has taken into custody and control all assets, property, effects and actionable claims of the Petitioner/Corporate Person and will be operating the Bank accounts for and on behalf of the Petitioner/Corporate Person.
14. 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 '*MGI Group India Private Limited - In Liquidation*' with *MUFG Bank (Nariman Point branch, Mumbai)*, and in proof thereof he has enclosed the Statement of Accounts from 01.09.2019 till 23.09.2019. The said Account was also closed on 23.09.2019. The Liquidator has filed audited accounts up to liquidation and the statement in accordance with regulation 38 of the IBBI (Voluntary Liquidation Process) Regulations, 2017.
15. The Liquidator has annexed in the petition his Preliminary Report dated 22.06.2018. In the report, the Liquidator has stated that the Petitioner/Corporate Person is not doing any business and its books of accounts reflect that the Petitioner/Corporate Person does not have any fixed assets and liabilities. The Liquidator states that post the outstanding payments to auditors and consultants of the corporate

persons/ Company had subsequently computed the surplus funds amounting to ₹3,81,46,286/-. The said amount reflected in the Bank account were distributed to the members in the ratio of their shareholding. The Liquidator states that with the said distribution, the assets of the Petitioner/Corporate Person were fully liquidated.

16. The Liquidator has further submitted that as the Audited Financial Statements of the Petitioner/Corporate Person reflect a true and fair picture of the affairs of the Petitioner/Corporate Person and that he does not intend to make any further inquiry in any manner relating to promotion, formation or failure of the Petitioner/Corporate Person or conduct of its business.
17. The Certificate dated 19.02.2019 from the Statutory Auditor of the Petitioner/Corporate Person on the liquidation accounts of the Petitioner/Corporate Person, shows receipts and payments pertaining to liquidation, *i.e.*, from 08.05.2018 to 15.12.2018.
18. The copy of the final report of the Liquidator dated 18.03.2019 is annexed to the petition at page nos.144-149 stating how the liquidation process has been conducted, and that the company had no fixed assets on the day of commencement of liquidation. It is stated that the Petitioner/Corporate Person has released all the outstanding payments to the auditors and other consultants of the corporate person and subsequently computed the surplus funds which amount to ₹3,81,46,286/- and that no litigation is pending against the Petitioner/Corporate Person. The said Final report is filed with the Registrar of Companies, Maharashtra, Mumbai in Form GNL-2 on 20.03.2019 and sent to IBBI dated 18.03.2019, in compliance with section 59(6)

of the Code read with regulations 32 and 34-38 of the IBBI (Voluntary Liquidation Process) Regulations, 2017.

19. On hearing the submissions made by the counsel appearing for the Petitioner/Corporate Person and perusing 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. The bank account has also been closed and the Petitioner/ Corporate Person has no liabilities left unsatisfied. We are satisfied from the documents on record that the voluntary liquidation is not with intent to defraud any person.
20. In view of the above facts and circumstances, the Petitioner/ Corporate Person deserves to be dissolved and it is ordered accordingly.
21. The Liquidator of the Petitioner/Corporate Person is further directed to serve a copy of this order upon the Registrar of Companies, Maharashtra, Mumbai, immediately and, in any case, within fourteen days of receipt of this order. The RoC shall take further necessary action upon receipt of a copy of this order.
22. File be consigned to the records.

Sd/-
Ravikumar Duraisamy
Member (Technical)

30.09.2020/SAM

Sd/-
Rajasekhar V.K.
Member (Judicial)