IN THE NATIONAL COMPANY LAW TRIBUNAL
SPECIAL BENCH, BENGALURU
(through web-based video conferencing platform)
(Exercising powers of Adjudicating Authority under the Insolvency and Bankruptcy Code, 2016)

C.P. (IB)No.25/BB/2023
U/s 59 of the IBC, 2016

In the matter of:

Mr. Vasudevan Gopu
Liquidator of M/s. Fujin Power Pvt. Ltd.
'G.V. Enclave' 18/30, Ramani Street,
K.K. Pudur, Saibaba Colony (4th Right
Opp. Raod to Saibaba Colony Hotel
Annapoorna Road),
Coimbatore – 641 038. - Applicant

Order delivered on: 15.09.2023

CORAM: 1. Hon'ble Justice (Retd.) T. Krishnavalli, Member (Judicial)

2. Hon'ble Shri Manoj Kumar Dubey, Member (Technical)

Parties/Counsels Present:

For the Applicant : Ms. Vinuta Ventaka Rao Undale (PCS)

O R D E R

Per: T. Krishnavalli, Member (Judicial)

1. The instant Company Petition is filed on 18.11.2022 by Mr. Vasudevan Gopu, Liquidator of M/s. Fujin Power Pvt. Ltd. ('Applicant'), under Section 59 of the Insolvency and Bankruptcy Code, 2016 by *inter alia* seeking a direction for dissolution of the Corporate Person / the Company, namely, M/s. Fujin Power Pvt. Ltd. with effect from the date of order by this Adjudicating Authority.

2. **M/s. Fujin Power Pvt. Ltd.** (hereinafter referred to as "Corporate Person/the Company") is a Company incorporated on 06.12.2013 under the provisions of the Companies Act, 1956 bearing CIN: U40108KA2013PTC087143. Its Authorized Capital was Rs.22,01,00,000/- divided into 2,20,10,000 equity shares

of Rs.10/- each and its Issued, Subscribed and Paid-up capital was Rs.21,68,42,450/- divided into 2,16,84,245 equity shares of Rs.10/- each.

3. The following averments have been made in the Petition:

   i. It is stated that the Company convened a meeting of Board of Directors on 12.08.2022 wherein the Board of Directors approved the **Declaration of Solvency** as stipulated Under Section 59(3) of the Code which was later duly signed and verified by affirmation. The Directors of the Company in compliance of Section 59(3) of the Code, r/w Regulation 3(4) of the IBBI (Voluntary Liquidation Process) Regulations, 2017 have given declarations. Further, the Directors have declared that they have made full inquiry into the affairs of the Company and have formed the opinion that the Company has no debt as on August 12, 2022 and the Company is not being liquidated to defraud any person. The Company duly filed the declaration signed by the Board of Directors of the Company with ROC in compliance of Section 59(3) of the Code in Form GNL-2 on 22.08.2022.

   ii. The Company held an Extra-Ordinary General Meeting on 22.08.2022 and passed a **Resolution to voluntarily liquidate the Company** and appointed Mr. Vasudevan Gopu, an Insolvency Professional having registration number IBBI/IPA-002/IP-N00291/2017-2018/10849 to act as a Liquidator for the same.

   iii. It is also stated that the intimation regarding commencement of Voluntary Liquidation Process was given to IBBI for their information and perusal. The publication of Public announcement was also duly notified to the IBBI for publication on the website on 23.08.2022.

   iv. It is further stated that the Liquidator had also sent notice to GST authorities under the Section 88 of the Central Goods and Services Tax Act, 2017 and Karnataka Goods and Service Act, 2017 on 25.08.2022 communicating his appointment as Liquidator and commencement of liquidation proceedings of the Company.

v. The audited financial statement of the Company for the years 2020-2021 and 2021-2022 (page nos.98-143 of the Petition) along with the Auditor's Report has been filed by the Petitioner.

vi. The commencement of Liquidation and appointment of Liquidator was intimated to the ROC in form MGT-14 and GNL-2 on 22.08.2022 (for submission of documents).

vii. **Public Announcement (Regulation 14 of the IBBI (Voluntary Liquidation Process) Regulations, 2017)** - The Liquidator made a Public Announcement of commencement of Liquidation in Form A, in " The Hindu", English Newspaper and "Udayavani", Kannada Newspaper on 23.08.2022 seeking submission of the claim by Stakeholders on or before September 21, 2022.

viii. **List of stakeholders (Regulation 30 of the IBBI (Voluntary Liquidation Process) Regulations, 2017)** - The last date of submission of claims, if any was 21.09.2022. Since no claims were received by the Applicant during the process of liquidation, there was no question of verification of claims.

ix. **Preliminary Report, (Regulation 9 (1) of Chapter IV of the IBBI (Voluntary Liquidation Process) Regulations, 2017)** - The Liquidator submitted the preliminary report to the Company on 01.10.2022.

x. **Opening of Bank Account (Regulation 34 of the IBBI (Voluntary Liquidation Process) Regulations, 2017)** - The Bank account was opened with HSBC Bank and the said account was closed on 11.11.2022.

xi. **As per provisions of Section 178 of Income Tax Act, 1961** - The Liquidator has intimated the commencement of Liquidation and appointment of Liquidator to the Income Tax Authority on 25.08.2022. In this regard, it is stated that the Company has filed Income tax return till the Assessment Year 2022-23 and also paid the advance tax assessed for the Assessment year 2023-24.

xii. **Final Report – (Regulations 38 of the IBBI (Voluntary Liquidation Process) Regulations, 2017)** - The Liquidator had the accounts audited for the liquidation period and submitted his final report on 05.11.2022. In connection with the accounts of the liquidation, the CA Certificate showing the receipts and payments of the liquidation account during the liquidation period and the same has been completed in following manner:

Liquidator's Final Statement of Accounts – Receipts and Payments:

Receipts			**Payments**			
Date	**Particulars**	**Amount (in INR)**	**Date**	**Particulars**	**Nature of Payment**	**Amount (in INR)**
	Assets realised			**Payments made:**		
28.09.2022	Bank Balance Realised	34,565,727				
				Liquidation expenses		
			14.10.2022	Liquidator fee paid (after deducting TDS)	Liquidation expenses	1,18,800
			14.10.2022	Liquidation accounts audit certificate	Liquidation expenses	2,000
			17.10.2022	TDS deducted and paid on Liquidator fee	TDS - as per section 194J of Income Tax Act 1961	11,000
			25.10.2022	Bank charges	Liquidation expenses	12,245
				Distribution to Stakeholders		
			25.10.2022	Payment to Acciona Energia Global S.L.U., Spain	Distribution to equity shareholder	34,421,680
			25.10.2022	Payment to Acciona Generacion Renovable, S.A. Spain	Distribution to equity shareholder	2
		34,565,727				**34,565,727**

xiii. The final report of the Liquidating Company was submitted with the ROC and IBBI on 11.11.2022.

4. In pursuant to the notice, the Registrar of Companies has filed its report vide Diary No.2286 dated 25.04.2023, by *inter alia* observing as under:

(a) The Company has filed MGT-14 vide SRN-F22478044 dated 22.08.2022 to approve commencement of the voluntary liquidation of the Company under

Section 59 of the IBC, 2016 and appointment of Insolvency Professional as Liquidator and the same has been taken on record.

(b) The Company has filed GNL-2 vide SRN-F22483002 dated 22.08.2022 in respect of declaration of solvency affirmed and declared by the Directors of the Company and the same has been taken on record.

(c) Further, the ROC submits that as per available records maintained, no inquiry/inspection/complaint/prosecution is pending against the company.

5. On 04.07.2023, this Adjudicating Authority directed the Petitioner to file a one page memo with regard to the TDS under Section 195 of the Income Tax Act, 1969 made against distribution to equity shareholders. In this regard a memo vide diary no.3551 of the Liquidator has been filed stating that liquidation funds were remitted to foreign shareholders without deduction of any tax as the amount remitted is less than the face value/cost of acquisition of shares which resulted in a capital loss to the equity shareholders. Hence, the amount was not chargeable under the provision of the Income Tax, Act, 1969.

6. Heard the learned PCS for the Applicant. We have carefully perused the pleadings of the party and extant provisions of the Code, and the Regulations made thereunder.

7. On perusal of the ROC report it is found that there was no important observations made against the Company. Therefore, in view of the facts and circumstances discussed above, we are inclined to allow the instant Petition.

8. According to the above discussion, the affairs of the corporate person have been completely wound up and its assets have been liquidated and nothing remains to be liquidated. Thus, the compliances of Section 59 and other relevant provisions of the IBC, 2016 r/w. Regulation 37(2) of IBBI (Voluntary Liquidation Process) Regulations, 2017, from the date of commencement of the liquidation proceedings is completed. Hence, we are of the considered opinion that the corporate person, through its Liquidator, has been voluntarily liquidated.

9. In view of the foregoing **M/s. Fujin Power Pvt. Ltd.,** Applicant Company is hereby dissolved with effect from the date of the present order. A copy of this order be filed with the ROC within the fourteen days.

10. The Petition **C.P. (IB) No.25/BB/2023** is accordingly allowed in the above terms.

Sd/-	**Sd/-**
(MANOJ KUMAR DUBEY)	**(T. KRISHNAVALLI)**
MEMBER (TECHNICAL)	**MEMBER (JUDICIAL)**