

**THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH, CHANDIGARH
(Exercising powers of Adjudicating Authority under
the Insolvency and Bankruptcy Code, 2016)**

CP (IB) No.140/Chd/Pb/2022

**Under Section 59 Regulation 38 of the
IBBI (Voluntary Liquidation Process)
Regulations, 2017 and under Section
59 of the Insolvency and Bankruptcy
Code, 2016**

In the matter of :

**Wellwisher Investment and Trading Limited
through CS Anjum Goyal, Liquidator**
having its registered office at
703, Industrial Area-A, Ludhiana,
Punjab

... Petitioner

Judgment delivered on: 21.02.2023

**Coram: HON'BLE MR. HARNAM SINGH THAKUR, MEMBER (JUDICIAL)
HON'BLE MR. SUBRATA KUMAR DASH, MEMBER (TECHNICAL)**

For the Petitioner : Mr. Shubham Gupta, Advocate

PER: Harnam Singh Thakur, Member (Judicial)

JUDGMENT

1. The present Company Petition has been filed by the Liquidator, Mr. Anjum Goyal, on behalf of the Wellwisher Investment & Trading Limited under Section 59 of the Insolvency and Bankruptcy Code, 2016 (in short, The Code) seeking the relief that the Applicant Company be dissolved as per the provisions of the Code and the Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017.

2. Brief facts giving rise to the filing of the instant Company Petition, which is just and necessary for adjudication, are narrated hereunder:-

2.1 The Applicant Company, i.e. Wellwisher Investment & Trading Limited, is a company incorporated under the provisions of the Companies Act, 1956, having CIN No. U65921PB1993PLC013349 and its registered office is situated at 703, Industrial Area-A, Ludhiana, Punjab.

2.2 It is stated that the main object of the company was to carry on the business as buyers, sellers, importers, exporters, stockists, agents, commission agents, forwarding and clearing agents, distributors, warehousemen merchant, traders, sales organisers, representatives of manufacturers of all kinds of commodities, goods, articles, materials and things and for that purpose, to buy to sell, exchange market, pledge, distribute, install, service, maintain or otherwise deal in all kinds of Commodities goods, articles materials and things. The Memorandum of Association and Articles of Association of the Company, a copy of which is attached as Annexure A-2 of the petition.

2.3. The Authorized Share Capital of the Applicant Company is Rs.25,00,000/- divided into 2,50,000 Equity shares of Rs.10/- each. Whereas the issued, subscribed and paid-up capital is Rs. 24,00,000/- divided into 2,40,000 Equity shares having a face value of Rs. 10/- each. Copy of the Master Data of the applicant company, as available on the website of MCA, has been attached as Annexure A-1 in the petition.

2.4 On perusal of the record, it is found that the applicant company has complied with Section 59(3)(a) of the Code by filing a declaration signed by the Board of Directors stating, *inter alia*, that full enquiry into the affairs of the company has been made and the company has no debts and if so claimed during the liquidation process, the company will be able to pay its debts/claims in full, from the proceeds of the assets to be sold in liquidation, within a stipulated period. The directors of the applicant company have also submitted the Declaration of Solvency by way of affidavits dated 29.06.2021 (Annexure A-7), deposing therein that the company is not being liquidated to defraud any person. Certified true copies of the two previous years of audited financial statements for the year 2019-20 & 2020-21 have also been attached in the petition (Annexure A-12).

2.5 It is stated that the Board of Directors of the company, as per Section 59(3)(c) of the Code, convened the Extra Ordinary General Meeting on 26.07.2021 to pass a special resolution to voluntarily liquidate the company and to appoint Mr. Anjum Goyal, Insolvency Professional (Registration No. IBBI/IPA-002/IP-N00251/2017-18/10765) to act as the Liquidator. Copy of Minutes of the Extra Ordinary General Meeting dated 26.07.2021, along with the notice, has been annexed as Annexure A-8.

2.6 It is further stated that in compliance of Regulation 14 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the liquidator of the applicant company had published a public announcement in Form A of Schedule I in "Business Standard"

(English) and in “Desh Sewak” (Punjabi) edition on 30.07.2021 inviting claims of stakeholders, if any, to submit their claim within 30 days from the date of commencement of liquidation. A copy of the Public Announcement had also been sent to the Insolvency and Bankruptcy Board of India (IBBI) with a request to upload it on its website, and the same was uploaded on the website of IBBI. A copy of the newspaper publication as well as a copy of the notice sent to IBBI, have been annexed with the instant petition as Annexure A-14 and A-15, respectively.

2.7 According to the applicant, as per the provision of Section 59(4) of the Code, the applicant company had duly notified the Registrar of Companies about the voluntary liquidation & appointment of liquidator and declaration of solvency in e-Form MGT 14 and e-Form GNL 2 and the same was approved and taken into the record by Registrar of Companies, Punjab & Chandigarh. A copy of Form MGT-14 and Form GNL-2 has been annexed with the petition as Annexure A-4.

2.8 In compliance with Regulation 8(1) (a) and 9 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the liquidator submitted a Preliminary Report dated 09.09.2021 to the members of the applicant company. A copy of the Preliminary Report has also been annexed with the petition as Annexure A-16.

2.9 It is stated in the petition that pursuant to the public announcement, no claims were received, and all the claims stand settled.

2.10 It is averred that the liquidator informed the Income Tax Department about the voluntary liquidation of the company as well as his appointment as liquidator of the company.

2.11 In compliance with Regulation 34 of the Insolvency and Bankruptcy Code Board of India (Voluntary Liquidation Process) Regulations, 2017, the liquidator opened a bank account in the name of the 'Wellwisher Investment & Trading Limited – in voluntary Liquidation', for the realization of money and payment to the members.

2.12 In compliance of the provisions of Regulation 35 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, and Section 53 of the Code, the liquidator distributed the proceeds from the realization of assets (Bank Balance Liquid Assets only) involved in the process of Voluntary Liquidation to the stakeholders from the aforesaid liquidation account.

2.13 The applicant liquidator has further informed that having made the necessary payment to the Members of the company, the liquidator has closed down the liquidation account on 13.04.2022. The closure statement is at Annexure A-20 of the petition.

2.14 In compliance with the provisions of Regulation 38 of the IBBI (Voluntary Liquidation Process) Regulations, 2017, the liquidator prepared a final report and submitted the same to the Registrar of Companies and to the Insolvency and Bankruptcy Board of India. A copy of GNL-2, along with

challan and proof of despatch to IBBI, are attached as Annexure A-22 to 24 of the application.

3. On the basis of the aforementioned grounds and reasons, the company, through the liquidator, has prayed for an order from this Adjudicating Authority for the dissolution of the applicant company and making a declaration to this effect.

4. We have heard the authorized representative appearing on behalf of the applicant company and, with their able assistance, have carefully gone through the contents of the present petition. We have also duly considered the merits thereof in the light of the statutory provisions of Section 59 of the Code read with other relevant Regulations. For the sake of convenience, the relevant provisions of Section 59 of the Code are being reproduced hereinbelow:-

59 Voluntary Liquidation of corporate persons

1. *A corporate person who intends to liquidate itself voluntarily and has not committed any default may initiate voluntary liquidation proceedings under the provisions of this Chapter.*
2. *The voluntary liquidation of a corporate person under sub-section (1) shall meet such conditions and procedural requirements as may be specified by the Board.*
3. *Without prejudice to sub-section (2), voluntary liquidation proceedings of a corporate person registered as a company shall meet the following conditions, namely:-*
 - a. *a declaration from majority of the directors of the company verified by an affidavit stating that-*
 - i. *they have made a full inquiry into the affairs of the company and they have formed an opinion that either the company has no debt or that it will be able to pay its debts in full from the proceeds of assets to be sold in the voluntary liquidation; and*
 - ii. *the company is not being liquidated to defraud any person;*
 - b. *the declaration under sub-clause (a) shall be accompanied with the following documents, namely;-*
 - i. *audited financial statements and record of business operations of the company for the previous two years or for the period since its incorporation, whichever is later;*

6. It has been mentioned in the petition that the liquidator has settled all the claims; therefore, no prejudice and loss will be caused to anyone if the company is dissolved. In support of the same, the company has duly passed the requisite Special Resolution in its Extra Ordinary General Meeting on 26.07.2021 by confirming the decision of its Board of Directors and proposing its Voluntary Liquidation. The EOGM had also passed a further resolution to appoint Mr Anjum Goyal, Insolvency Professional, having Registration No. IBBI/IPA-002/IP-N00251/2017-18/10765 as Liquidator of the applicant company.

7. From the perusal of the record of the case, it is seen that the Liquidator, after his appointment, has duly performed his duties and completed the necessary formalities to complete the liquidation process of the applicant company, which has been averred in the present petition and, thus, the liquidator has prayed for an order from this Tribunal to dissolve the applicant company.

8. Since there is no objection received from any angle opposing the proposed voluntary liquidation/dissolution of the company either from the side of the shareholders or from creditors, nor any adverse comment, have been received from the public at large against such liquidation/dissolution, despite there being a public announcement by the liquidator and also updation of the same in the website of the Insolvency and Bankruptcy Board of India (IBBI). It is also evident from the record that the proposed liquidation was duly communicated to the Registrar of Companies, Punjab & Chandigarh, as per Form MGT-14 and Form GNL-2, and the same is also reported to have been approved.

9. Notice was issued to the Registrar of Companies (RoC), Punjab & Chandigarh, vide order dated 27.06.2022. In compliance with the above order, RoC filed its report

vide Diary No.00893/2 dated 13.09.2022, whereby it has stated that no inquiry/inspection/complaint/legal action has been proceeded/pending against the subject company.

10. Apart as per record of the present case, it is seen that the company is not found involved in such kind of business activities, which are detrimental to the interest of the public at large. Further, it is not the case that the proposed liquidation may adversely affect its shareholders/members or is contrary to the provisions of the law.

11. The Liquidator had filed copies of the paper publication as well as copies of the paper announcement in Form-A. The Liquidator is found to have complied with the statutory provision to complete the liquidation process by taking necessary steps, as it is evident that he had duly opened an account in the name of a Corporate Person with Bank of Baroda for realization and payment to the members. The Liquidator had further intimated to the Income Tax Department regarding the voluntary liquidation of the company as well as his appointment as the liquidator.

12. The Liquidator has also annexed a copy of the preliminary report, a copy of the Final Report, Form GNL-2, along with a copy of the receipt and email sent to IBBI with the present application.

13. By taking into consideration the above-stated facts and circumstances, the present application deserves to be allowed for the proposed Liquidation/Dissolution of the Corporate Person.

14. Consequently, this Adjudicating Authority, in the exercise of the power conferred to it under Section 59 (8) of the Insolvency and Bankruptcy Code, 2016, orders that the

Corporate Person (Applicant Company) Wellwisher Investment & Trading Limited shall stand dissolved with effect from the date of this order i.e., 21.02.2023.

15. The Liquidator is directed to communicate a copy of this order to the respondent, i.e. Registrar of Companies, Punjab & Chandigarh, wherein the registered office of the company is situated. Further, a copy of this order should also be communicated to the IBBI, New Delhi, for information. Such communication should be made within the stipulated period of fourteen (14) days from the date of receipt of an authentic copy of this order.

16. The Registry is directed to communicate a copy of this order to the Registrar of Companies, Punjab & Chandigarh, as well as to the Insolvency and Bankruptcy Board of India (IBBI).

17. Thus, the present Company Petition is allowed and stands disposed of.

Sd/-

(Subrata Kumar Dash)

Member (Technical)

February 21, 2023

PB/ASH

Sd/-

(Harnam Singh Thakur)

Member (Judicial)