

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

CP (IB) No.04/Vol./Chd/Pb/2019

**Under Section 59 of the Insolvency
and Bankruptcy Code, 2016**

In the matter of :

Sakhi Resorts and Farmlands Private Limited

having its registered office at
Sakhi House, M-47, Green Avenue,
Amritsar-143001
CIN: U55101PB1998PTC021083

... Petitioner Company

Judgment delivered on: 17.03.2022

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

For the Petitioner Company : Mr. Sunil Dhawan, Practising Company
Secretary.

Per: Subrata Kumar Dash, Member (Technical)

JUDGMENT

This Company Petition is filed under Section 59 of the Insolvency and Bankruptcy Code, 2016 (Code) read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 and applicable rules of the National Company Law Tribunal Rules, 2016 ("Rules") by the liquidator of Sakhi Resorts and Farmlands Private Limited for dissolution of the Petitioner Company.

2. The aforementioned Sakhi Resorts and Farmlands Private Limited is a private limited company incorporated on 18.02.1998 under the provisions of

Companies Act, 1956 having CIN: U55101PB1998PTC021083. The registered office of the Company is presently situated at Sakhi House, M-47, Green Avenue, Amritsar-143001, which lies within the territorial jurisdiction of this Bench. The main objects of the company are to deal in the business of Hotels, Resorts, Banquet Hall, Holiday homes, guest house, restaurant, café, tavern, beer house, boarding and lodging housekeepers, licensed victuallers, wine, beer and spirit merchants, malsters, manufactures of aerated mineral and artificial waters and other soft drinks, purveyors, caterers beauty parlours and health clubs, Bar, Swimming Pool, play grounds and places of amusements and recreation and sports, entertainment, theatrical and opera-house proprietors and general agents and to provide services for the tourists of all kinds. The Memorandum of Association and Articles of Association of the Company are attached as Annexure A-1.

3. It is submitted that the company was incorporated to carry on business of hotels, restaurants, resorts and guest houses etc. However, due to certain reasons the company is not carrying on its business activities from the past four years, therefore the management has decided to liquidate the company voluntarily. Even before the period of four years the company was not getting adequate bookings to fulfill its day to day expenditures so only the resort cum banquet hall was sold by the company on 29.12.2015.

4. The Board of Directors of the Company in its meeting on 16.01.2019 has passed a resolution for Voluntary Liquidation of the Company in terms of Section 59 of the IBC, 2016 and for filing the declaration of solvency for voluntary liquidation as well as for appointing Mr. Rajesh Dhawan as liquidator of the company in terms of Regulation 5 of the IBBI Regulations (Regulation 14 of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process)

Regulations, 2017, subject to the approval of members in the EOGM in the Company. The copy of the Board Resolution dated 16.01.2019 is attached as Annexure- A3 of the petition.

5. The Declaration of Solvency as required under Section 59 (3) (a) of the code was signed by the directors and accordingly filed with the Registrar of Companies, Punjab and Chandigarh. The copy of E-Form MGT-14 and GNL-2 along with the challan and declaration of solvency duly signed by the directors is attached as Annexure A-4 of the petition.

6. The copies of audited financial statements for the financial year ended on 31.12.2017 and 31.12.2018 have been filed as Annexure A-2 of the petition.

7. It is averred that on 11.02.2019 the Equity Shareholders of the company (constituting 100%) have passed a special resolution in the Extra Ordinary General Meeting (EOGM) approving voluntary liquidation of the company in terms of Section 59 of IBC, 2016 and appointed Mr. Rajesh Dhawan, Insolvency Professional as Liquidator. Accordingly, the liquidation of the company is deemed to have commenced from 11.02.2019. The copy of notice, explanatory statement, certified true copy of the Special Resolutions along with the minutes of the EOGM dated 11.02.2019 is attached as Annexure A-5 of the petition.

8. That in compliance of the provisions of Section 59(4) of the Insolvency and Bankruptcy Code, 2016, the special resolution passed on 11.02.2019 by the Equity Shareholders of the company were duly notified/filed with the office of the concerned Registrar of Companies (RoC) and IBBI. Copies of e-form MGT-14 and Form GNL-2 filed with the office of Registrar of Companies (ROC) Punjab and Chandigarh at Chandigarh along with Challan dated 13.02.2019 are attached as Annexure A-6 of the petition. The liquidator has duly intimated to the IBBI with regard to the voluntary liquidation vide email dated 13.02.2019 which is attached

as Annexure A-9 of the petition. Also, in terms of Section 178 of the Income Tax Act 1961, the liquidator vide letter dated 14.02.2019 informed the Department of Income Tax regarding the liquidation of the company and also about the appointment of the Liquidator. Copy of the intimation given to the Income Tax Department is attached as Annexure A-10 of petition.

9. The Liquidator made public announcement on 12.02.2019 in “English Tribune” (English Newspaper) and “Punjabi Jagran” in Punjabi inviting claims from the stakeholders, if any as required under Regulation 14 of IBBI (Voluntary Liquidation Process) Regulations, 2017. The original newspaper cuttings of the public announcement made by the liquidator are attached as Annexure A-8 of the petition. The Public Announcement was simultaneously notified to the Insolvency and Bankruptcy Board of India (IBBI) vide email dated 13.02.2019 publishing it on its website. It is further submitted that in terms of Regulation 29 of the IBBI (Voluntary Liquidation Process) Regulations, 2017, the Liquidator fixed 13.03.2019 as the last date for submitting the claims by the creditors.

10. It is stated that the Liquidator has prepared the list of stakeholders on the basis of claims received from the creditors and after due verification. The copy of the claim forms received from all the creditors and list of stakeholders are attached as Annexure A-11 and A-12 respectively of the petition.

11. The Liquidator in terms of Regulation 9 of IBBI (Voluntary Liquidation Process) Regulations, 2017 submitted the preliminary report on 20.03.2019. A copy of the preliminary report is attached as Annexure A-13 of the petition.

12. It is submitted that in terms of IBBI (Voluntary Liquidation Process) Regulations, 2017, upon completion of the liquidation process the liquidator has prepared a Final Report dated 21.05.2019 containing the details of receipts and payments pertaining to the liquidation since the liquidation commencement date.

The same has been submitted to the concerned Registrar of Companies and also to the Insolvency and Bankruptcy Board of India (IBBI). A copy of the Final Report and E-Form GNL-2 filed with the concerned RoC along with acknowledgement regarding its service to IBBI are attached as Annexure A-14, A-15 and A-16 respectively of the petition.

13. It is submitted that the liquidator has opened a bank account with Indian Overseas Bank, Green Avenue, Amritsar bearing Account no. 035202000002122. It is further submitted that the aforesaid bank account has been closed by the liquidator. The receipt and payment account duly certified by the liquidator showing the distribution of assets to its stakeholders is attached as Annexure A-21 of the petition. The petitioner has also filed audited financial statements as on 31.12.2018, 11.01.2019 and 31.03.2019 as Annexure A-22 of the petition.

14. The liquidator of the petitioner company has also filed a compliance affidavit vide Diary No.63 dated 06.01.2020 wherein it has been stated that in response to the public announcement was published on 12.02.2019 in Form-A in two newspapers namely- "The Tribune" (English) and "Punjabi Jagran" (Punjabi) and no objections have been received from any person or authority. The Income Tax Return for the F.Y. 2018-2019 has been filed on 31.12.2019 and there are no pending dues of taxes.

15. When the matter was heard on 19.07.2019, this Bench had directed that notices be issued to the concerned RoC and Insolvency and Bankruptcy Board of India. The petitioner has filed an affidavit of service vide Dairy No. 4287 dated 23.08.2019 showing duly service of notices to the statutory authorities vide speed post.

16. The RoC has filed its report vide Diary No. 5375 dated 04.10.2019 wherein the concerned department has no objection to the dissolution of the company. The IBBI has also filed a report vide a Diary No. 5262 dated 01.10.2019 and it has been stated that there are no business activities in the company for the past four years and the Board can examine the records of the proceedings of CIRP/liquidation/voluntary liquidation only on the receipt of a complaint and grievance and it has no other role in the voluntary liquidation proceedings.

17. The liquidator for the petitioner company has filed a reply vide a Diary No. 5916 dated 25.10.2019 and it has been stated that the role of IBBI arises only in case of receipt of a complaint or a grievance and in the present case there is no such instances where the Board needs to perform any function. It is also stated the IBBI was notified about the resolution of voluntary liquidation within seven (7) days.

18. We heard the counsel appearing for the Liquidator for the petitioner Company and have perused the records and extended provisions of the Code and Rules/ Regulations made thereunder.

19. In the present case, it can be seen that the Company is incorporated to carry on the business of hotels, restaurants, banquet halls and is a subsidiary company of Sakhi Resorts and Farmlands Private Limited. The company was incorporated on 18.02.1998 to carry on the business of hotels and resorts and it is not carrying on any business from the last four years as the company was not getting adequate bookings to fulfill its day to day expenditures. Therefore, the only resort-cum-banquet hall of the company was sold on 29.12.2015. The Board of Directors in its meeting on 16.01.2019 have decided to voluntary liquidation of the company and equity shareholders in EOGM dated 11.02.2019 has approved the resolution for voluntary liquidation of the company and approving the appointment of

liquidator. Further, the liquidator has informed the concerned authorities i.e. IBBI, RoC and Income Tax Department and has also made paper publication in Form A in two newspapers. The liquidator has also prepared the list of stakeholders after due verification of claims. The Liquidator has completed the final distribution of assets and has also closed the bank account. The voluntary liquidator has also prepared and submitted the final report to the IBBI on 13.08.2020 via e-mail and RoC on 19.08.2020. The Application is duly supported by the affidavit of the Voluntary Liquidator.

20. In view of the discussion foregoing and to meet the ends of justice the Petition Company is hereby dissolved in terms of Section 59(8) of the Insolvency & Bankruptcy Code, 2016 with effect from the date of the present order.

21. The Liquidator is directed to communicate a copy of this order to the concerned, wherein the registered office of the company was situated. Such Communication should be made within the stipulated period of fourteen (14) days in terms of Section 59(9) of the Insolvency & Bankruptcy Code, 2016 from the date of receipt of certified copy of this order. Further, a copy of this order should also be communicated to the IBBI, New Delhi and other statutory authorities for the information at the earliest.

22. The petition is accordingly allowed and stands disposed of.

Sd/-

(Subrata Kumar Dash)
Member (Technical)

Sd/-

(Harnam Singh Thakur)
Member (Judicial)

March 17, 2022
HM/SA